

30th
ANNUAL
REPORT
2021-2022



MODERN DAIRIES LIMITED

BOARD OF DIRECTORS

Chairman and Managing Director
Mr. Krishan Kumar Goyal

Prof. Satish Kapoor, Independent Director
Dr. A.K. Vashisht, Independent Director
Dr. Renu Vig, Independent Director
Prof. Sanjay Kaushik, Independent Director
Dr. Meena Sharma, Independent Director
Mr. Ajay Kumar Sharma, Independent Director
Mr. A.K. Aggarwal, Executive Director

CHIEF FINANCIAL OFFICER

Mr. Mukesh Sehgal
(till 30th June, 2022)

AUDITORS

M/s. Aaryaa & Associates
Chartered Accountants

COMPANY SECRETARY

Ms. Shruti Joshi

LENDERS

Punjab National Bank
Edelweiss Asset Reconstruction Company Limited
Canara Bank

CORPORATE OFFICE

SCO 98-99, Sub City Centre,
Sector 34, Chandigarh-160 022, India

REGISTERED OFFICE & WORKS

136 KM, G.T. Road,
Karnal- 132 001 (Haryana)

REGISTRARS & SHARE TRANSFER AGENTS

M/s. MCS Share Transfer Agent Limited
F-65, First Floor, Okhla Industrial Area
Phase 1, New Delhi-110 020

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DIRECTORS' REPORT

Dear Members,

Your Directors hereby present their 30th Annual Report together with the Audited Accounts of Modern Dairies Limited for the year ended 31st March, 2022.

FINANCIALS	Rs. in Lacs	
	Year Ended	Year Ended
	31.03.2022	31.03.2021
Net Sales and other Income	2,42,17	6,10,44
Operating Profit	11,47	10,53
Finance Cost	8	4
Depreciation & Impairment Loss	6,44	22,45
Profit/Loss for the year	4,95	(34,74)

PERFORMANCE

During the year under review, the Company achieved Net Sales and Other Income of Rs.2,42,17 lacs as against Rs.6,10,44 lacs in the previous year and resulting into operating profit of Rs.11,47 lacs against the operating profit of Rs.10,53 lacs in the previous year. During the year Rs.6,43.88 lacs was provided for Depreciation and Net profit during the year as Rs.4,95.22 lacs as against Net loss Rs.34,73.47 lacs in the previous year.

During the year there was change in the business working arrangement, from Sales & Purchase to Job Work for Milk, Fermented Products and pure Ghee. As a result of this, the net sales of the company has been impacted. However, there was no change in company's margins and business volumes.

First half of the year was impacted due to second wave of COVID. However, there was recovery in demand during in the second half of the year. Your company also faced challenges in supply of milk and other products to Delhi NCR, on account of restrictions on movement of vehicles due to farmer's agitation. Despite these challenges, we have been able to grow our business and achieve better profitability.

CURRENT OPERATIONS

As the country recovered from the impact of COVID, the industry has experienced increase in demand on one hand and reduced production of milk on the other hand. The prices of milk started rising since last quarter of 2021-22. The trend of rising milk prices continuous in the current year also impacting the profitability of the operations.

The current year's first quarter sales is Rs. 4437.34 Lakhs against last year's first quarter sales of Rs. 7156.72. The current year's first quarter profit is Rs. 265.14 against last year's first quarter of Rs. 44.45 Lakhs.

The country is experiencing good Monsoon which augers well for the Industry.

MILK CESS

As the members are aware that the Company had filed a Special Leave Petition before the Hon'ble Supreme Court against the decision dated 28th May, 2010 of Punjab & Haryana High Court with regard to the levy of milk cess under the Haryana Murrah Buffalo and other Animal Breed Act, 2001. The said SLP was filed by the Company in the year 2010 and admitted in the Supreme Court in 2012. The Hon'ble Supreme Court had granted interim stay upon payment of 50% of milk cess levied and demanded by Govt. of Haryana in favour of the Company. In spite of the stay granted, the Govt. of Haryana has been sending demand notice to the Company. Demand notice at year end stands at Rs. 358.314 Crores on account of milk cess along with interest from the Company. The matter is pending before the Hon'ble Supreme Court of India.

PLEDGE OF PROMOTER SHAREHOLDING

The entire shareholding of promoter and promoter group aggregating to 10654779 shares, being 45.69 % of the entire share capital of the Company is pledged in favour of Punjab National Bank and other consortium members.

STATUS OF COMPANY'S ACCOUNTS WITH LENDERS

The Company's accounts with lenders have been NPA for quite some time and the Company is engaged with lenders for the Debt Resolution.

QUALITY, FOOD SAFETY & ENVIRONMENT STANDARDS

The Company has impeccable record of following Good Management Practices (GMP) and Good Hygienic Practices (GHP). The Company's quality Management System was certified more than 20 years ago by DNVGL Netherlands. The Company operations have the distinction of certification for ISO 9001:2015, ISO 14001:2015, Food Safety systems certification i.e. FSSC22000 V4.1.

Most of the leading Multinational Food Companies in India have approved our operations as suitable for supplies of company's product to them.

SHARE CAPITAL

The paid up equity share capital as on March 31, 2022 is Rs. 23,35,89,000/- divided into 2,33,58,900 equity shares of Rs. 10/- each and there was no change in capital structure during the financial year 2021-22.

DIVIDEND

In view of requirements of regular funds for operations, your directors are unable to recommend any dividend for the Financial Year ended on March 31, 2022.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the period under review, the details of directors and Key Managerial Personnel were as follows:

The Shareholders of the Company approved reappointment of Mr. Ashwani Kumar Aggarwal, who was liable to retire by rotation at the last Annual General Meeting held on 29th September, 2021.

Dr. Sanjay Kaushik (DIN: 09631258) was appointed as Non-Executive Independent Director on 07th June, 2022 for a period of three (3) years. He will hold office as an Additional (Independent) Director upto the ensuing Annual General Meeting. After the confirmation from the Shareholders in the ensuing AGM, he will be regularized as an Independent Director upto the conclusion of AGM to be held in 2025.

Dr. Meena Sharma (DIN: 07241589) was appointed as Non-Executive Independent Director on 12th August, 2022 for a period of two (2) years. She will hold office as an Additional (Independent) Director upto the ensuing Annual General Meeting. After the confirmation from the Shareholders in the ensuing AGM, he will be regularized as an Independent Director upto the conclusion of AGM to be held in 2024.

Mr. Ajay Kumar Sharma (DIN: 09710194) was appointed as Non-Executive Independent Director on 27th August 2022 for a period of two (2) years. He will hold office as an Additional (Independent) Director upto the ensuing Annual General Meeting. After the confirmation from the Shareholders in the ensuing AGM, he will be regularized as an Independent Director upto the conclusion of AGM to be held in 2024.

In pursuance of Section 152 of the Companies Act, 2013, at-least two-thirds of the Directors (excluding

Independent Directors) shall be subject to retirement by rotation. One-third of such Directors must retire from office at each AGM and a retiring director is eligible for re-appointment. Accordingly, Mr. Krishan Kumar Goyal, Executive Director (DIN: 00482035), is liable to retire by rotation at ensuing Annual General Meeting and being eligible, offers himself to be re-appointed at this AGM. In view of his considerable experience, Board of Directors recommends his re-appointment as Director of Company.

The following are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Mr. Krishan Kumar Goyal (Chairman and Managing Director)
2. Mr. Ashwani Kumar Aggarwal (Whole time Director)
3. Mr. Mukesh Sehgal (Chief Financial Officer)*
4. Ms. Shruti Joshi (Company Secretary)

Mr. Mukesh Sehgal has retired from the position of Chief Financial Officer of the Company on 30.06.2022.

BOARD MEETINGS

During the financial year 2021-22, 5 (Five) meetings of the Board of Directors were held. The details of the meetings of the Board are furnished in the Corporate Governance Report which is attached to this Report.

ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

In pursuance of Section 134 (3) (p) of the Companies Act, 2013 read with rules made thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors carried out the performance evaluation of the Board as a whole, its Committees and individual directors. The evaluation was carried out using individual questionnaires covering composition of Board, conduct as per Company values & beliefs, contribution towards development of strategy & business plan, risk management, receipt of regular inputs and information, codes & policies for strengthening governance, functioning, performance & structure of Board Committees, skill set, knowledge & expertise of Directors, preparation & contribution at Board meetings, leadership etc.

As part of the evaluation process, the performance of Non Independent Directors, the Chairman and the

Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non Independent Directors was done by the Board excluding the Director being evaluated.

The Board of your Company formed an opinion that the Independent Directors of our Company are maintaining high standard of integrity and possessing expertise, requisite qualifications and relevant experience for performing their role as an Independent Directors.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013 read with the rules made thereunder and Regulation 25 (8) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, that they meet the criteria of independence as laid out in Subsection (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD DIVERSITY AND REMUNERATION POLICY

The Board has, on recommendation of the Nomination & Remuneration Committee of the Company in accordance with Para A of Part D and Regulation 19 of Listing Regulations has framed Nomination & Remuneration Policy for appointment and remuneration of Directors, Key managerial Personnel and Senior Management Employees, which includes the criteria for determining qualification, positive attributes, independence of a Director and other matters provided under sub-section 3 of section 178 of the Companies Act, 2013. As on 31st March, 2022 the Board consists of five members out of which two are Executive Directors and three are independent directors.

The Board periodically evaluates the need for change in its composition and size.

We affirm that the remuneration paid to the Directors is as per the terms approved by the Nomination and Remuneration Committee of the Company.

COMMITTEES OF THE BOARD OF DIRECTORS

Your Company has the following Board Level Committees established by the Board in compliance

with the requirements of the business and relevant provisions of applicable laws and statutes:

- Audit Committee
- Nomination & remuneration Committee
- Stakeholders Relationship Committee

The details regarding composition, terms of reference, number of meetings held, etc. of the above Committees are included in the Report of Corporate Governance, which forms parts of the Annual Report. There has been no instance where the board has not accepted recommendation of Audit Committee, Nomination & remuneration Committee and Stakeholders Relationship Committee. Further, the provisions of Companies Act mandating constitution of Risk Management Committee is not yet applicable to the Company.

AUDITORS

Statutory Auditors

M/s. Aaryaa & Associates, Chartered Accountants, (Registration No. 015935N), were appointed as Statutory Auditors of the Company at 27th Annual General Meeting for a period of three years till the conclusion of the 30th Annual General Meeting to be held in the year 2022 at a remuneration mutually agreed between the Board of Directors of the Company and the Statutory Auditors, whose tenure is going to expire at this ensuing Annual General Meeting.

The Board of Directors pursuant to Section 139 and 142 and other applicable provisions of Companies Act, 2013, if any and the rules framed thereunder and subject to approval of Shareholders approved appointment of M/s. A P T and Co LLP, Chartered Accountants as Statutory Auditors of Company for a period of two (2) years to hold office from this ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024 at a remuneration mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Cost Auditors

Pursuant to Section 148 and other applicable provisions of Companies Act, 2013, if any and the rules framed thereunder, the Board of Directors have approved the re-appointment and remuneration of M/s. Aggarwal Vimal & Associates as Cost Auditors of the Company to conduct the cost audit for the year 2022-23 on the recommendations of the

Audit Committee subject to the ratification of the remuneration by the shareholders.

M/s. Vimal & associates, Cost Auditors confirmed eligibility to be appointed as Cost Auditors of the Company and expressed his willingness by written consent for re-appointment for the financial year 2022-2023.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder, the Board of Directors had appointed M/s. Sanger & Associates, Company Secretaries as Secretarial Auditor of the Company for the financial year 2021-22 for conducting the Secretarial Audit as required under the provisions of Companies Act, 2013.

The Secretarial Audit Report issued by M/s. Sanger & Associates, Company Secretaries in Form MR-3 for the Financial Year ended 31st March, 2022 is annexed herewith as “**ANNEXURE-A**” to this report.

Further, M/s. Sanger & Associates, Company Secretaries being eligible for re-appointment expressed his willingness to act as Secretarial Auditor of Company for Financial Year 2022-23, the Board of Directors on recommendation of Audit Committee approved the re-appointment of M/s. Sanger & Associates as Secretarial Auditors of the Company for Financial Year 2022-23.

AUDITOR'S REPORT

Statutory Auditors' Report

The Statutory Auditors of the Company, M/s. Aaryaa & Associates, Chartered Accountants, have submitted the Auditor's Report forming part of Financial Statements in this Annual Report which has observation on Standalone Financial Statements for the period ended March 31, 2022.

Auditor's Qualifications/ Observations

Director's remuneration is not admissible as prescribed in Sec-197 of companies Act, 2013 except in accordance with the provision of Schedule V and if it is not able to comply with such provisions, the prior approval of lenders is required.

The Company is not eligible to pay director remuneration for non-compliance of conditions prescribed in schedule V of the companies Act, 2013. During the year, the company has given the director remuneration to Mr. Ashwani Kumar Aggarwal

(Executive Director) amounting to Rs. 35,81,520/- for current quarter Rs.8,95,380/-).

Apart from the managerial remuneration for year ended 31st March, 2022, as mentioned above the company has paid director remuneration of **Rs. 2,14,20,442/-** till date without complying the provisions of Schedule V of the companies Act, 2013.

Management's Reply:

The company has paid Managerial Remuneration amounting to Rs.35,81,520/- to director for which the company is yet to receive approval from the competent authority/agency. Management undertakes that in case the approval is not received from the competent authority/agency, they shall refund the remuneration paid to them by the company. Profitability of the company shall affect to the same extent.

Secretarial Auditors' Report

The Secretarial Auditor M/s. Sanger & Associates, Company Secretaries has submitted the Secretarial Audit Report for the Financial Year 2021-22 in Form No. MR-3 and forming part of this Directors, Report annexed as “**ANNEXURE-A**”

Secretarial Auditors' Qualification in Secretarial Audit Report

1. The Company has not complied with Regulation 33 relating to 4th Quarter for the F.Y 2020-21, wherein one of the filings to the Stock Exchange was not filed within the stipulated time.
2. The Company also not Complied with Section 197 of Companies Act 2013 in respect of remuneration paid to Managerial Personnel of the Company.

Management's Reply:

There was delay in filing to stock exchange because the second wave of COVID 19 Pandemic affected the business operations of the Company which caused delay in the finalization of the accounts due to which the company was unable to file the quarterly results with the stipulated time limit. Further, all the fines levied by the BSE for the Non-Compliances of the Regulation 33 have been deposited by the Company. Apart from that, the Company has complied with all the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RISK MANAGEMENT

The Company recognises that risk is an internal and unavoidable component of business and is committed to managing the risk in a proactive and

efficient manner. The Company has formulated Risk Management Policy to identify and then manage threats / risks that could have impact on the goals and objectives of the Company. The Audit Committee of the Company periodically reviews and evaluates the adequacy of risk management system. The actual identification, assessment and mitigation of risks is however done by the executives of the Company.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated Vigil Mechanism/Whistle Blower Policy which provides a robust framework for dealing with genuine concerns and grievances of Employees, Directors and Senior Executives. Your Company has an ethics hotline which can be used by employees, Directors, senior executives, suppliers, dealers etc. to report any violations to the Code of Conduct. Specifically, employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company. During financial year 2021-22, no complaints were received.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

MDL (Modern Dairies Limited) has aligned its current system of internal financial control with the requirement of Companies Act, 2013.

MDL's internal controls commensurate with its size and nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies.

The management assessed the effectiveness of the Company's internal control over financial reporting (as defined in Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) as of 31st March, 2022. The assessment involved self-review and external audit.

M/s. Aaryaa & Associates, Chartered Accountants, the Statutory Auditors of MDL has audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in Section 143).

The Audit Committee reviews reports submitted by the management and audit reports submitted by internal auditors and Statutory Auditors. Suggestions for improvement are considered and the Audit Committee follows up on corrective action.

Based on its evaluations (as defined in Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), the Audit Committee has concluded that, as of 31st March, 2022, the internal financial controls were adequate and operating effectively.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no adverse material changes or commitments occurred after 31st March, 2022 till the date of this report, which may affect the financial position of the Company.

DEPOSITS

The Company has neither accepted nor invited any deposit from the public and hence directives issued by Reserve Bank of India and the provisions of Chapter V (Acceptance of deposits by Companies) of the Companies Act, 2013 and rules framed there under are not applicable for the year.

TRANSFER TO RESERVES

Considering the financial position of the Company and requirements of regular funds for operations, no amount has been transferred to the General Reserves of the Company during Financial Year 2021-22.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans, guarantees and investments, if any covered under the provisions of Section 186 of the Companies Act, 2013 for Financial Year 2021-22 forms part of the notes to the financial statements.

RELATED PARTY TRANSACTIONS

All contracts or arrangements entered into by the Company with Related Parties have been done at an arm's length and are in the ordinary course of business. Related Party disclosures as per AS-18 have been provided in the Notes to the Financial Statements. During financial year 2021-22, your company has not entered into any contract/arrangement/transaction with related parties which could be considered

'material' in accordance with its Policy on Materiality of Related Party Transactions. Thus, there are no transactions required to be reported in Form AOC-2.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS

A separate report on Corporate Governance & Management Discussion & Analysis is attached to this report.

CORPORATE SOCIAL RESPONSIBILITY

Your Company does not fall within the ambit of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

EXTRACT OF ANNUAL RETURN

In compliance with Section 92(3), Section 134 (3) (a) and Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the annual return in Form No. MGT-9 is annexed as "ANNEXURE-B" forming part of this report and also available on the website of the Company at www.moderndairies.com.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo as per Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules 2014, is given in the "ANNEXURE-C" and forms part of this report.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has in place a policy on Prevention of Sexual Harassment at workplace. This policy is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees whether permanent, contractual, temporary and trainees are covered under this Policy.

As per the said Policy, an Internal Complaints Committee is also in place to redress complaints received regarding sexual harassment. No complaints

were received during financial year 2021-22.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is compliant with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings respectively.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the profit of the Company for the year;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts are prepared on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

APPRECIATION

Your Directors wish to place on record their sincere appreciation for the continued support from its business associates and stakeholders of the Company.

By order of the Board of Directors
For Modern Dairies Limited

Krishan Kumar Goyal
Place: Chandigarh Chairman & Managing Director
Date: 27th August, 2022 DIN: 00482035

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**INDUSTRY STRUCTURE & DEVELOPMENTS**

India is one of the fastest-growing economies in the world. Over the years, there has been a gradual improvement in India's macroeconomics situation. Going forward, rapid urbanization, rising consumer aspiration and increasing digitisation coupled with government support in the form of reforms and policies is expected to support growth.

Dairy is the single largest agricultural commodity contributing 5 per cent of the national economy and employing more than 8 crore farmers directly. India is ranked 1st in milk production contribution 23 per cent of global milk production with 210 million tonnes in 2020-21. The Dairy industry is evolving at a rapid pace and consumers too are getting more inclined towards building immunity and looking at healthy options. The markets are seeing newer value added dairy products every day. The brand building, attractive packaging and value addition for the consumer are the key factor for development of a Dairy enterprise in recent times.

OPPORTUNITIES AND THREATS

Consumption of milk and dairy products is a dominant part of Indian consumers diet. The food consumption pattern in India has undergone a change in favour of high-value and more nutritious food items such as milk and milk products. With rise in income levels, the expenditure on food as well as dairy has been increasing.

With a large population of Indian consumers being vegetarian, there is a greater dependency on dairy products for dietary protein requirements

Nevertheless, the structural factors like increasing young population, inclination towards healthier, high protein diet, higher demand for value added products and aggressive growth plans of quick service restaurants (QSR) is expected to propel the growth of the industry.

With all these factors the dairy industry is all set for a bright future and growth in value added dairy products segment.

The Export of Milk Products from the country are in direct competition from the global markets. It is imperative that our milk production cost is also competitive against global supply chain.

RISK AND CONCERN

Climate change and scarcity of water are the major threats to the dairy industry. A drought or a rainfall deficit results in increased cost of cattle feed and reduced availability of cattle fodder thereby constraining milk supply. Such adverse weather and seasonal conditions may lead to a decline in supply and a spike in raw milk prices.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

To provide reasonable assurance that assets are safeguarded against loss or damage and that accounting records are reliable for preparing financial statements, management maintains a system of accounting and controls including an internal audit process. Internal controls are supported by management reviews.

The Board of Directors have an Audit Committee that is chaired by an Independent Director. The Committee meets periodically with Management, Internal Auditor, Statutory Auditors to review the Company's program of internal controls, audit plans and results, recommendations of the auditors and management's responses to those recommendations.

FINANCIAL PERFORMANCE AND RESULTS OF OPERATIONS

During the year under review, the Company achieved Net Sales and Other Income of Rs.2,42,17 lacs as against Rs.6,10,44 lacs in the previous year and resulting into operating profit of Rs.11,47 lacs against the operating profit of Rs.10,53 lacs in the previous year. During the year Rs.6,43.88 lacs was provided for Depreciation and Net profit during the year as Rs.4,95.22 lacs as against Net loss Rs.34,73.47 lacs in the previous year.

During the year there was change in the business working arrangement, from Sales & Purchase to Job Work for Milk, Fermented Products and pure Ghee. As a result of this, the net sales of the company has been impacted. However, there was no change in company's margins and business volumes.

First half of the year was impacted due to second wave of COVID. However, there was recovery in demand during in the second half of the year. Your company also faced challenges in supply of milk and other products to Delhi NCR, on account of restrictions on movement of vehicles due to farmer's agitation. Despite these challenges, we have been able to grow our business and achieve better profitability.

HUMAN RESOURCES

The Company regards its employees as valuable asset and continuously reviews and evolves policies and procedures to attract and retain its pool of technical and managerial personnel through a conducive work environment.

As at 31st March, 2022, the Company had a total workforce of 412 persons.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report may contain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may

differ materially from those expressed in the statement as important factors could influence the Company's operations such as Government policies, political and economic developments and such other factors are risk inherent to the Company's growth.

By order of the Board of Directors
For Modern Dairies Limited

Place: Chandigarh Krishan Kumar Goyal
Date: 27th August, 2022 Chairman & Managing Director
DIN: 00482035

ANNEXURE 'A' TO DIRECTORS' REPORT
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
THE MEMBERS,
MODERN DAIRIES LIMITED.
CIN: L74899HR1992PLC032998
136, K.M. G.T. ROAD, KARNAL,
HARYANA-132001.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MODERN DAIRIES LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on my verification of the MODERN DAIRIES LIMITED books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31ST MARCH 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by MODERN DAIRIES LIMITED ("The Company") for the financial year ended on 31ST MARCH 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws Framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not applicable as the company has not issued any securities during the financial year under review.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Not applicable as the company has not issued any debt securities during the financial year under review.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the amendments thereof. Not Applicable, as none of the securities of the company were delisted during the audit period
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable as the company has not bought back any of its securities during the financial year under review.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company: -

- a) Industrial Disputes Act, 1947
- b) The Payment of Wages Act, 1936
- c) The Minimum Wages Act, 1948
- d) Employees' State Insurance Act, 1948
- e) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- f) The Payment of Bonus Act, 1965.
- g) The Payment of Gratuity Act, 1972
- h) The Contract Labour (Regulation & Abolition) Act, 1970
- i) The Maternity Benefit Act, 1961
- j) The Child Labour (Prohibition & Regulation) Act, 1986
- k) The Employees' Compensation Act, 1923
- l) Equal Remuneration Act, 1976
- m) Water (Prevention and Control of Pollution) Act, 1974
- n) Water (Prevention and Control of Pollution) Cess Act, 1977
- o) Air (Prevention and Control of Pollution) Act, 1981
- p) Environment (Protection) Act, 1986
- q) Food safety and standard Act, 2006 and rules made there under

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 being listed on the BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. *The Company has generally complied with the provisions of SEBI (Listing Obligations and Disclosure Requirements)*

Regulations, 2015, except non-compliance with Regulation 33 relating to 4TH Quarter for the F.Y 2020-21, wherein one of the filings to the Stock Exchange was not filed within the stipulated time. All the fines levied by the BSE for the Non-Compliances of the Regulation 33 has been deposited by the Company Apart from that, the Company has complied with all the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- b. Director's remuneration is not admissible as prescribed in Sec-197 of companies Act, 2013 except in accordance with the provision of Schedule V and if it is not able to comply with such provisions, the prior approval of lenders is required. The Company is not eligible to pay director remuneration for non-compliance of conditions prescribed in schedule V of the companies Act, 2013. During the year, the company has given the director remuneration to Mr. Ashwani Kumar Aggarwal (Executive Director) amounting to Rs. 35,81,520.

Apart from the managerial remuneration for quarter ended 31 March, 2022, as mentioned above the company has paid director remuneration of Rs. 2,14,20,442 without complying the provisions of Schedule V of the companies Act, 2013.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- During the year under review, the Company has filed all the forms and returns with the Registrar of Companies except required e-form relating to return of deposits.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- The Company has obtained all necessary approvals under the various provision of the act.
- There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Companies Act and any other Act against/on the Company, its directors and officers.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Sanger & Associates
Company Secretaries**

CS Rajeev Kumar Sanger
M NO. A58369
C.P NO.22007

Place: Panchkula
Date: 26th August, 2022

UDIN: A058369D000872347

Annexure:-A

To,
The Members,
MODERN DAIRIES LIMITED.
CIN: L74899HR1992PLC032998
136, K.M. G.T. ROAD, KARNAL,
HARYANA-132001.

Our Secretarial Audit report on even date, for the financial year 2021-22 is to be read along with this letter.

Management Responsibility

1. It is the responsibility of the management of the Company to maintain Secretarial records, devise proper system to ensure compliance with the provision of all applicable laws and regulation and to ensure that the system is adequate and operate effectively.

Auditor responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial Compliances.
3. I believe that audit evidence and information obtained from the management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the management's representation about compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affair of the Company.
6. I have not verified the correctness and appropriate of financial records and books of account of the Company.

**For Sanger & Associates
Company Secretaries**

CS Rajeev Kumar Sanger
M NO. A58369
C.P NO.22007

Place: Panchkula
Date: 26th August, 2022

UDIN: A058369D000872347

ANNEXURE 'B' TO DIRECTORS' REPORT
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2022

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
i) CIN	L74899HR1992PLC032998
ii) Registration Date	22 nd April, 1992
iii) Name of the Company	Modern Dairies Limited
iv) Category / Sub-Category of the Company	Public Limited Listed Company
v) Address of the Registered office and contact details	136 K.M., G.T. Road, Karnal-132001 (Haryana), Tel: +91-172-2609001/2, Fax: +91-172-2609000, E- mail:secretarial@moderndairies.com, Website: www.moderndairies.com
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. MCS Share Transfer Agent Ltd., F-65, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi 110 020, Tel.No.: +91-11- 41406149, Fax No.: +91-11- 41709881, E-mail: admin@mcsregistrars.com, Website: www.mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are as follows:-

Name and Description of main products	NIC Code of the Product	% to total turnover of the Company
1. Liquid Milk	10501	16.48
2. Curd	10504	15.08
3. Pure Desi Ghee	10504	14.29
4. Cheese	10504	12.69

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - Nil
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April, 2021)				No. of Shares held at the end of the year (as on 31 st March, 2022)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	7935287	0	7935287	34.03%	7935287	0	7935287	34.03%	-
b) Bodies Corp.	2719492	0	2719492	11.66%	2719492	0	2719492	11.66%	-
Total Shareholding of Promoter (A)	10654779	0	10654779	45.69%	10654779	0	10654779	45.69%	-

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April, 2021)				No. of Shares held at the end of the year (as on 31 st March, 2022)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	200	9200	9400	0.04%	200	9200	9400	0.04%	-
b) Others - FFI (IFC)	0	-	0	0.00%	0	-	0	0.00%	-
Sub-total (B)(1):-	200	9200	9400	0.04%	200	9200	9400	0.04%	-
2. Non-Institutions									
a) Bodies Corp- Indian	187862	14800	202662	0.87%	131994	14800	146794	0.63%	-0.24%
b) Individuals share-holders									
i) Holding nominal share capital upto Rs. 1 lakh	5212673	1627477	6840150	29.33%	5220686	1613577	6834263	29.31%	-0.03%
ii) holding nominal share capital in excess of Rs 1 lakh	5052851	12600	5065451	21.72%	5065781	12600	5078381	21.78%	0.06%
c). Others - NRIs	465219	82200	547419	2.35%	514044	82200	596244	2.56%	0.21%
Sub-total (B)(2):-	10918605	1737077	12655682	54.27%	10932505	1723177	12655682	54.27%	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	10918805	1746277	12665082	54.31%	10932705	1723277	12665082	54.31%	0.00%
Grand Total (A+B)	21573584	1746277	23319861	100.00%	21587484	1723277	23319861	100.00%	0.00%

(ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year as on 1 st April, 2021			Share holding at the end of the year as on 31 st March, 2022			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged to total shares	
1. Alka Goyal	2828972	12.13%	100%	2828972	12.13%	100%	-
2. Krishan Kumar Goyal	2297343	9.85%	100%	2297343	9.85%	100%	-
3. Krishan Kumar Goyal (HUF)	1280000	5.49%	100%	1280000	5.49%	100%	-
4. Aditya Goyal	878772	3.77%	100%	878772	3.77%	100%	-
5. Chandigarh Finance Pvt. Ltd.	771892	3.31%	100%	771892	3.31%	100%	-
6. Shree Ganesh Invest. & Inds. Ltd.	720000	3.09%	100%	720000	3.09%	100%	-
7. Times Finvest and Commerce Ltd	670000	2.87%	100%	670000	2.87%	100%	-
8. Nabha Commerce Pvt. Ltd.	527600	2.26%	100%	527600	2.26%	100%	-
9. Amarjit Goyal	500200	2.14%	100%	500200	2.14%	100%	-
10. Amarjit Goyal (HUF)	150000	0.64%	100%	150000	0.64%	100%	-
11. Bharat Forgings Pvt. Ltd	30000	0.13%	100%	30000	0.13%	100%	-
TOTAL	10654779	45.69%	100%	10654779	45.69%	100%	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There is no change in the Promoters' shareholding during the year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Name of the shareholder	Shareholding at the beginning of the year as on 1 st April, 2021		Purchase during the year	Sales during the year	Cumulative shareholding at the End of the year as on 31 st March, 2022	
	No. of shares	% of total shares of the company	No. of shares	No. of shares	No. of shares	% of total shares of the company
1. SHYAM DEVI OMPRAKASH AGRAWAL	622608	2.67%	-	-	622608	2.67%
2. LAVEN KUMAR GOYAL	326855	1.40%	2742	1242	328355	1.41%
3. SURESH POONATI	204671	0.88%	518454	421155	311970	1.34%
4. RACHANA DEVI RAJU AGRAWAL	242818	1.04%	-	-	242818	1.04%
5. AJAY GOYAL	235188	1.01%	2000	-	237188	1.02%
6. BRIJESH KUMAR PATEL	132966	0.57%	-	-	132966	0.57%
7. VIJAY GARG	195895	84.00%	-	-	195895	0.84%
8. FARZANA FARHAT	62071	0.27%	198965	134846	126190	0.54%
9. USHA SINGAL	122287	0.52%	-	-	122287	0.52%
10. CHANDRA PRAKASH GUPTA	110945	0.48%	-	-	110945	0.48%

Note:

*List of top 10 shareholders as on 31/03/2022.

(v) Shareholding of Directors and Key Managerial Personnel:

Mr. Krishan Kumar Goyal (Chairman & Managing Director) and Mr. Ashwani Kumar Aggarwal (Executive Director) hold 22,97,343 and 400 shares respectively at the beginning and at the end of the year. Mr. Mukesh Sehgal, GM (Corporate Finance) and CFO and Ms. Shruti Joshi, Company Secretary hold Nil equity shares at the beginning and at the end of the year. There was no increase or decrease in the shareholding of Directors or KMP during the year.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment ₹ in Lacs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year as on 1st April, 2021				
i) Principal Amount	1,14,93.74	49,90.30	-	1,64,84.04
ii) Interest due but not paid	81.78	-	-	81.78
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,15,75.52	49,90.30	-	1,65,65.82

Change in Indebtedness during the financial year				
- Addition	-	-	-	-
- Reduction	-	25.00	-	25.00
Net Change				
Indebtedness at the end of the financial year as on 31st March, 2022				
i) Principal Amount	1,14,93.72	49,65.30	-	1,64,59.02
ii) Interest due but not paid	81.78	-	-	81.78
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,15,75.50	49,65.30	-	1,65,40.80

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The remuneration of Directors and Key Managerial Personnel appears in the Corporate Governance Report and relevant note of the Balance Sheet.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

NIL

The penalty as imposed by BSE appear in the Corporate Governance Report.

By order of the Board of Directors
For Modern Dairies Limited

Krishan Kumar Goyal
Chairman & Managing Director
DIN: 00482035

Place: Chandigarh
Date: 27th August, 2022

ANNEXURE 'C' TO DIRECTORS' REPORT

Information as per section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2022

FORM 'A'
A) POWER AND FUEL CONSUMPTION

	Current year 2021-22	Previous Year 2020-21
POWER		
a) Electricity Power		
Purchase Units (Kwh)	14783460	14360040
Total Amount	110372060	111160947
Rate per Unit	7.47	7.74
b) Other Generation		
Through Diesel Generator		
Unit (Kwh)	112749	110860
Total Amount	3115104	2215364
Unit per litre of Diesel Oil	2.93	3.19
Cost / Unit	27.63	19.98
FUEL		
Quantity (MT)	15270	17161
Total Amount Rs.	77718142	53613591
Rate / Unit Rs. per MT	5089.56	3124.20

B) CONSUMPTION PER UNIT OF PRODUCTION

Products: Liquid Milk, Skimmed Milk Powder, Whole Milk Powder, Dairy Whitener, Pure Ghee, Butter, Casein, WPC, Lactose etc.

Unit per 1000 kgs. of milk processed

Electricity (kwh)	86.78	92.08
Fuel Quantity (Kgs.)	83.73	102.64

NOTE:

As the Company manufactures several products, it is impracticable to apportion the utilities to different products. However, consumption of electricity and fuel has been given per thousand kgs. of milk processed.

FORM 'B'
1. RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company is regularly working on the continual improvement of its products looking at its customers / market requirements.

2. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars with regard to Foreign Exchange earnings and outgo appear on the relevant note of the Balance Sheet.

By order of the Board of Directors
For Modern Dairies Limited

Place: Chandigarh
Date: 27th August, 2022

Krishan Kumar Goyal
Chairman & Managing Director
DIN: 00482035

CORPORATE GOVERNANCE REPORT

In line with the requirement for providing a “Report on Corporate Governance” as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 of the Stock Exchange as applicable, given below is a Report on Company’s Corporate Governance norms:

1. COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Modern Dairies Limited is committed in adopting the best practices of Corporate Governance.

The Company endeavors to act on the principles of transparency, accountability, trusteeship, integrity and passion. The ultimate objective being of realizing long term shareholders values, while taking into account the interest of other stakeholders.

2. BOARD OF DIRECTORS

A. Composition and category of the Board of Directors

As on 31st March, 2022, the Board of Directors of the Company comprises of an optimum combination of Executive and Non-executive Directors. The Board consist of 5 Directors out of which 3(Three) are independent directors (including one women director) and 2(Two) are non-independent executive directors.

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of Companies Act, 2013. All the directors have made necessary disclosures about their directorships and the committee positions held by them in other companies during the year 2021-22.

A list of Directors including the Chairman of the Board,their status as Executive/Non-Executive and Independent/Non- Independent, their attendance at the Board meetings held during the year and no. of Directorships and Committee Chairmanships/Memberships held by them in other public companies for the year ended on 31st March, 2022 is set out below:

Name of the Director	Category of the Director	No. of Board meetings attended	Last AGM attended	No. of other Directorships in Public Company	No. of Committee positions held in other public Companies		Relationship with directors inter-se
					Chairman	Member	
Mr. Krishan Kumar Goyal	Chairman & Managing Director Non Independent (Promoter) Director	5	Yes	1*	-	-	NA
Prof. Satish Kapoor	Non-Executive Independent Director	5	Yes	1**	2	-	NA
Dr. A.K. Vashisht	Non-Executive Independent Director	5	Yes	1**	-	2	NA
Dr. Renu Vig	Non-Executive Independent Director	3	No	-	-	-	NA
Mr. A.K. Aggarwal	Non Independent Executive Director	5	Yes	-	-	-	NA
Dr. Sanjay Kaushik****	Non-Executive Independent Director	NA	NA	-	-	-	NA
Dr. Meena Sharma****	Non-Executive Independent Director	NA	NA	1*	-	2	NA
Mr. Ajay Kumar Sharma*****	Non-Executive Independent Director	NA	NA	-	-	-	NA

* Mr. Krishan Kumar Goyal is also a Chairman and Managing Director in Modern Steels Limited.

** Prof. Satish Kapoor and Dr. Avtar Krishan Vashisht are also Non-Executive Independent Directors in Modern Steels Limited.

- *** Dr. Sanjay Kaushik is appointed as Non-Executive additional Independent Director w.e.f. 07th June, 2022.
- **** Dr. Meena Sharma is appointed as Non-Executive additional Independent Director w.e.f. 12th August, 2022 and also holding position as Non-Executive Independent Directors in Modern Steels Limited.
- ***** Mr. Ajay Kumar Sharma is appointed as Non-Executive Additional Independent Directors w.e.f. 27th August, 2022.

Note: In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Membership/Chairmanship of the Audit Committee and Stakeholders Relationship Committee in other Public Limited Companies (listed/unlisted) have been considered.

B. Board Meetings and Attendance

During the financial year ended on 31st March, 2022, five meetings of Board of Directors were held. The details of Board Meetings held during the year are as under:

Date of Board Meeting	Board's Strength	No. of Directors Present
30 th July, 2021	5	4
14 th August, 2021	5	5
29 th September, 2021	5	4
12 th November, 2021	5	5
14 th February, 2022	5	5

None of the non- executive Directors are holding any equity shares in the Company.

- C. The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are available with the Board:** Understanding of Industry, Leadership, Corporate Accounts & Finance, Production, Technical, Sales, Marketing, Branding, Risks, Administration and General Management, Board procedures and Corporate Governance.

List of Directors possessing the skills/expertise and competencies:

Name of the Directors	Skills/Expertise and Competencies
Mr. Krishan Kumar Goyal	Understanding of Industry, Leadership, Corporate Accounts & Finance, Production, Sales, Marketing, Administration, Board Procedures and Governance, General Management, etc.
Mr. A.K. Agarwal	Understanding of Industry, Leadership, Accounts & Finance, Production, Technical, Sales, Marketing, Branding, Board procedures and Governance, etc.
Prof. Satish Kapoor	Corporate Accounts & Finance, Board Procedures and Corporate Governance, etc.
Dr. A. K. Vashisht	Corporate Accounts & Finance, Board Procedures and Corporate Governance, etc.
Dr. Renu Vig	Corporate Accounts & Finance, Board Procedures and Corporate Governance, etc.
Dr. Sanjay Kaushik	Corporate Accounts & Finance, Board Procedures and Corporate Governance, etc.
Dr. Meena Sharma	Corporate Accounts & Finance, Board Procedures and Corporate Governance, etc.
Mr. Ajay Kumar Sharma	Corporate Accounts & Finance, Board Procedures and Corporate Governance, etc.

D. Details of Independent Directors:

The Board hereby confirms that the independent directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and are independent of the management.

In accordance with the provisions of Regulations 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has been conducting various familiarizing programme for independent directors. The details of such familiarization programme have been disclosed on the website of the Company.

3. AUDIT COMMITTEE

a. Terms of reference of Audit Committee

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- (21) consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

(22) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses;
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

b. Composition of Audit Committee

- i. The Company has constituted an Audit Committee as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 177 of the Companies Act, 2013. The Committee comprises of 4(four) Directors, out of which 3 (three) are Independent directors and 1(one) is Executive and non-Independent Director.
- ii. The Chairperson of the Audit Committee is Prof. Satish Kapoor, who is a Non-Executive Independent Director.
- iii. All of the above Directors are financially literate and have accounting and related financial management expertise.
- iv. The Chairperson of the Audit Committee was present at the last Annual General Meeting to answer the Shareholders queries.
- v. The Company Secretary of the Company is the Secretary of the Audit Committee.
- vi. Audit Committee meetings are attended by Chief Financial Officer of the Company.

c. Meetings and attendance of Audit Committee

The Committee met four times during the year on 30th July, 2021, 14th August, 2021, 12th November, 2021 and 14th February, 2022.

The composition and status of attendance of members at the Audit Committee held during the year 2021-22 is as under:

Name of Director	Designation in Committee	No. of Meetings held	No. of Meetings attended
Prof. Satish Kapoor	Chairman	4	4
Dr. A.K. Vashisht	Member	4	4
Mr. A.K. Aggarwal	Member	4	4
Dr. Sanjay Kaushik*	Member	NA	NA

* Dr. Sanjay Kaushik is appointed as member of Audit Committee by Board in its meeting held on 30th May, 2022.

4. NOMINATION AND REMUNERATION COMMITTEE

a. The terms of reference of the Committee are as follows:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) recommend to the board, all remuneration, in whatever form, payable to senior management.

All members of the Nomination and Remuneration Committee are non-executive and persons of repute and have sound knowledge of management practices.

b. Composition of Nomination and Remuneration Committee

- i. The Company has constituted a Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.\
- ii. The Committee comprises of 4(four) Directors, all are Independent directors.
- iii. Mr. A.K. Vashisht is the Chairman of the Nomination & Remuneration Committee.
- iv. The Chairperson of Nomination & Remuneration Committee was present at the last Annual General Meeting of the Company.

c. Meeting and attendance of Audit Committee

The Committee met 1(one) time during the year on 14th February, 2022.

The composition and status of attendance of members at the Nomination & Remuneration Committee held during the year 2021-22 is as under:

Name of Director	Designation in Committee	No. of Meetings held	No. of Meetings attended
Prof. Satish Kapoor	Chairman	1	1
Dr. A.K. Vashisht	Member	1	1
Dr. Renu Vig	Member	1	1
Dr. Sanjay Kaushik*	Member	NA	NA

* Dr. Sanjay Kaushik is appointed as member of Nomination & Remuneration Committee by Board in its meeting held on 30th May, 2022.

- d. Performance evaluation criteria:** A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors was carried out for FY 2021-22. Led by the Nomination and Remuneration Committee ('NRC'), the evaluation was carried out using individual questionnaires covering composition of Board, conduct as per Company values & beliefs, contribution towards development of strategy & business plan, risk management, receipt of regular inputs and information, codes & policies for strengthening governance, functioning, performance & structure of Board Committees, skill set, knowledge & expertise of Directors, preparation & contribution at Board meetings, leadership etc.

5. REMUNERATION OF DIRECTORS

The Executive Directors are paid remuneration as per the terms approved by the Board of Directors and confirmed by the shareholders of the Company. Service contracts are entered into in terms of regulations governing their appointment and terms of remuneration. The remuneration is fixed considering various factors such as qualification, experience, expertise, prevailing remuneration in the competitive industries, financial position of the Company etc. The remuneration structure comprises Basic Salary, Perquisites and Allowances, contribution to Provident Fund and other funds in accordance with various related provisions of the Companies Act, 2013. The Non-Executive Directors are paid sitting fee of Rs. 20,000 per Board Meeting and Rs.10,000 for Committee Meetings attended by them.

a. Details of Remuneration paid to the Directors during the financial year ended 31st March, 2022
(Amount in Rs.)

Name of the Director	Salary	Perquisites	Benefits/PF	Stock Option	Sitting Fee	Total
Mr. Krishan Kumar Goyal	-	-	-	-	-	-
Prof. Satish Kapoor	-	-	-	-	1,90,000	1,90,000
Dr. A.K. Vashisht	-	-	-	-	1,90,000	1,90,000
Dr. Renu Vig	-	-	-	-	70,000	70,000
Mr. A.K. Aggarwal	24,00,000	11,59,920	21,600	-	-	35,81,520

- b. There was no pecuniary relationship or transactions of the non-executive Directors viz-a-viz the Company.
- c. The non-executive Directors are not paid any remuneration except the sitting fees for attending the Board/Committee meetings.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

- a. The Company has formed a Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The role of the committee shall inter-alia include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
 - (2) Review of measures taken for effective exercise of voting rights by shareholders.
 - (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
 - (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- b. The Committee comprises of 4(four) Directors and all are Independent Directors. Prof. Satish Kapoor, non-executive Independent Director is the Chairman of the Committee nominated by Board.
- c. The Chairperson of the Stakeholders Relationship Committee was present at the last Annual General Meeting to answer the Shareholders queries.
- d. Ms. Shruti Joshi, Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee.
- e. The Committee met 4(four) times during the year on 30th July, 2021, 14th August, 2021, 12th November, 2021 and 14th February, 2022.

The composition and status of attendance of members at the Stakeholder's Relationship Committee held during the year 2021-22 is as under:

Name of Director	Designation in Committee	No. of Meetings held	No. of Meetings attended
Prof. Satish Kapoor	Chairman	4	4
Mr. A.K. Aggarwal	Member	4	4
Dr. A.K. Vashisht	Member	4	4
Dr. Sanjay Kaushik	Member	NA	NA

* Dr. Sanjay Kaushik is appointed as member of Stakeholders Relationship Committee by Board in its meeting held on 30th May, 2022.

f. Details of Complaints

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 following are the details of complaints received & resolved during 2021-22

Period	Complaints Received	Complaints Resolved*	Complaints Pending
01.04.2021-31.03.2022	1	1	0

During the year 2021-2022, the Company received a complaint from Mr. Ravichandran V vide SCORES Ref No. SEBIE/HY22/0000147/1 & BSE Ref. No. 20220300314 as on March 29, 2022, which was resolved on 02.04.2022 by Company.

7. GENERAL BODY MEETINGS

• Annual General Meeting

The details of annual General meeting held in the last three years are as follows:

Financial Year	Location	Date	Time
2018-19	Registered office: 136 KM., G.T. Road, Karnal 132 001 (Haryana)	28 th September, 2019	11.30 A.M.
2019-20	Registered office: 136 KM., G.T. Road, Karnal 132 001 (Haryana)	18 th December, 2020	11.00 A.M.
2020-21	Registered office: 136 KM., G.T. Road, Karnal 132 001 (Haryana)	29 th September, 2021	11.00 A.M.

• Special Resolutions passed in previous three AGMs:

- (i) In the 27th AGM dated 28th September, 2019, the following Special Resolutions were passed:
- Re-appointment of Prof. Satish Kumar Kapoor as a Non-Executive Independent director for second term of three consecutive years.
 - Re-appointment of Dr. Avtar Krishan Vashisht as a Non-Executive Independent director for second term of three consecutive years.
 - To adopt new set of Memorandum of Association/ Articles of Association as per Companies Act, 2013
 - Approval of remuneration paid to Mr. Krishan Kumar Goyal, as Managing Director from 1st April, 2017 pursuant to amended Section 197 of Companies Act, 2013
 - Approval of remuneration paid to Mr. Ashwani Kumar Aggarwal, as Executive Director from 1st April, 2017 pursuant to amended Section 197 of Companies Act, 2013.
- (ii) In the 28th AGM dated 18th December, 2020, the following Special Resolutions were passed:
- Re-appointment of Mr. Krishan Kumar Goyal (DIN: 00482035) as Chairman & Managing Director for second term of five consecutive years.
 - Re-appointment of Mr. Ashwani Kumar Aggarwal as Executive Director for second term of three consecutive years.
 - Re-appointment of Dr. Renu Vig as a Non-Executive Independent Director for second term of two consecutive years
 - Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2021.
- (iii) In the 29th AGM dated 29th September, 2021, no Special Resolutions was passed.

• Extra-ordinary General Meeting

During the year, no Extraordinary General Meeting of the Company was held.

- The Company has not passed any resolution through postal ballot during the financial year and as of now there is no proposal to pass any resolution through postal ballot.

8. MEANS OF COMMUNICATION

Quarterly results: The Quarterly /Half yearly/ Yearly results of the Company, and information relating to Annual General Meeting, Book Closures is published in The Financial Express and Aaj Samaj i.e. in English and regional language newspaper and is also notified to the Stock Exchange as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In addition, the Company also files quarterly results, Shareholding Pattern etc. in such form so as to enable Stock Exchange to put it on their website.

Website: www.moderndairies.com

Annual Report: The Annual Report containing Directors' Report, Corporate Governance Report, Auditors' Report, Audited Financial Statement is circulated to the members by email or by post.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web based complaints redress system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of actions taken on the complaint and its current status.

Designated email-id: The Company has designated following email ID exclusively for Investor Servicing: secretarial@moderndairies.com

Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders.

GENERAL SHAREHOLDER INFORMATION
1. Company Registration Details:

The Company is registered in the State of Haryana, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74899HR1992PLC032998.

2. Annual General Meeting:

Day, Date & Time: Friday, 30th September, 2022 at 11:00 a.m.
Venue: Through Video Conferencing/other Audio Visual means.

3. Financial Year

From 1st April, 2021
To: 31st March, 2022

Financial Calendar(tentative) for:

Adoption of Results for the quarter ended:	In the Month of (tentative)
30 th June, 2022	August, 2022 (2 nd week)
30 th September, 2022	November, 2022 (2 nd week)
31 st December, 2022	February, 2023 (2 nd Week)
31 st March, 2023	May, 2023
Annual General Meeting	By September, 2023

4. Book Closure Date:

From 24th September, 2022 to 30th September, 2022 (both days inclusive)

5. Dividend Payment Date

No Dividend is proposed for the Financial Year 2021-22.

5. Listing on Stock Exchanges:

Your Company's equity shares are listed at:

BSE Limited (BSE)

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

6. Payment of Listing Fees and Depository Fees

Your Company has made payment of Annual Listing Fees for Financial Year 2022-23 to the BSE Stock Exchange, where the securities of Company are listed.

Your Company has also made payment of Annual Custody/Issuer fee for Financial Year 2022-23 to NSDL & CDSL.

7. Stock Code:

BSE: 519287

ISIN No. Equity: INE617B01011

Optionally Convertible Debentures (OCDs): INE617B08016

8. Stock Data:

Month	MODERN DAIRIES LTD. ON BSE				BSE SENSEX		
	High Rs.	Low Rs.	Close Rs.	Volume	High	Low	Close
2021							
April	11.01	8.55	8.95	3,27,309	50375.77	47204.50	48782.36
May	11.43	8.00	11.11	5,60,732	52013.22	48028.07	51937.44
June	18.86	11.20	14.86	23,81,420	53126.73	51450.58	52482.71
July	15.14	13.15	13.82	8,82,544	53290.81	51802.73	52586.84
August	13.13	7.54	8.94	11,35,068	57625.26	52804.08	57552.39
September	10.65	8.25	9.11	6,10,157	60412.32	57263.90	59126.36
October	11.95	8.88	9.56	4,75,585	62245.43	58551.14	59306.93
November	10.15	8.51	9.03	3,27,447	61036.56	56382.93	57064.87
December	11.47	8.60	11.35	7,13,687	59203.37	55132.68	58253.82
2022							
January	13.09	9.33	9.96	8,89,906	61475.15	56409.63	58014.17
February	10.85	8.24	8.50	4,83,212	59618.51	54383.20	56247.28
March	9.05	7.12	7.60	9,03,888	58890.92	52260.82	58568.51

9. Registrars and Share Transfer Agents (For Physical as well as for Demat Segment):

M/s. MCS Share Transfer Agent Limited

F- 65, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020.

Tel.No.: +91-11- 41406149, Fax No.: +91-11- 41709881.

E-mail: admin@mcsregistrars.com, Website: www.mcsregistrars.com.

All shareholders of the Company can avail online services from our Registrars & Share Transfer Agents M/s. MCS Share Transfer Agent Limited, with regard to Investor Grievances. Please login on the site of M/s. MCS Share Transfer Agent Limited at www.mcsregistrars.com and click on Investors Services and you can register your queries/grievances and details as required by you. The registered queries/grievances on the site will be responded by M/s. MCS Share Transfer Agent Limited on priority basis.

10. Share Transfer System:

92.57% of the equity shares of the Company are in the electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. However, SEBI vide its press release on March 27, 2019 clarified that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from April 01, 2019.

11. Distribution of Shareholdings as on 31st March, 2022:

SHAREHOLDING		SHAREHOLDERS		NO. OF SHARES	
From	To	Number	% of total	Number	% of total
1	500	13024	82.89	2546353	10.92
501	1000	1400	8.91	1163123	4.98
1001	2000	566	3.60	890748	3.82
2001	3000	219	1.39	568378	2.44
3001	4000	92	0.58	324253	1.39
4001	5000	108	0.69	517117	2.22
5001	10000	149	0.95	1107999	4.75
10001	50000	116	0.74	2171545	9.31
50001	100000	14	0.09	990620	4.25
100001	And above	25	0.16	13039725	55.92
TOTAL		15713	100.00	23319861	100.00

Shareholding Pattern of the Company as on 31st March, 2022:

Category	No. of shares held	%age of shareholding
1. Promoters & Promoter Group	10654779	45.69%
2. Mutual Funds & Banks	9400	0.04%
3. Bodies Corporate (not included above)	108051	0.46%
4. Indian Public	11959747	51.29%
5. NRIs/OCBs	587884	2.52%
TOTAL	23319861	100.00%

12. Dematerialization of Shares:

The trading in Company's shares is permitted only in dematerialised form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scripless trading, the Company has enlisted its shares with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share Dematerialization record: The following data indicates the extent of Dematerialization of Company's shares as on 31st March, 2022:

No. of Shares: 2,15,87,484	92.57% of the total equity
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13. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

14. Plant Location of the Company:

Registered Office & Works: 136 K.M., G.T. Road, Karnal 132 001(Haryana).

15. Correspondence Address:

All queries of investors regarding the Company's shares in Physical/D'mat form may be sent at the following addresses:

Modern Dairies Limited
 SCO 98-99, Sub City Centre
 Sector 34, Chandigarh-160022
 Tel.: +91-172- 2609001, 2609002, 2609003
 Fax.: +91-172- 2609000
 E-mail:secretarial@moderndairies.com
 Company's Website: www.moderndairies.com

M/s. MCS Share Transfer Agent Limited
 F- 65, First Floor, Okhla Industrial Area
 Phase-I, New Delhi 110 020
 Tel. No.: +91-11- 41406149
 Fax No.: +91-11- 41709881
 E-mail: admin@mcsregistrars.com
 Website: www.mcsregistrars.com

16. Other Disclosures:

- a) Disclosure on materially significant related party transactions: Nil
- b) Details of non-compliance by listed Company, penalties:
BSE Ltd. imposed a penalty of Rs. 1,71,100/- for non-compliance with Regulation 33 of SEBI(LODR) Regulations, 2015 during the year 2021-22. The Company duly paid the said amount.
- c) Detail of establishment of vigil mechanism, whistle blower policy:
The Company has established a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Directors and employees to report concerns about unethical behavior. No person is denied access to the Chairman of the Audit Committee.
- d) Details of compliance with mandatory requirements:
The Company is complying with all the mandatory requirements as given by Stock Exchange/ Registrar of Companies.
- e) The Company is not having any subsidiary, therefore no policy for determining material subsidiaries.
- f) A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.
The Certificate of Company Secretary in practice is annexed herewith as a part of the report.
- g) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.
Details relating to fees paid to the Statutory Auditors are given in Relevant Note to the Financial Statements.
- h) Your Company has in place a policy on Prevention of Sexual Harassment at workplace. This policy is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees are covered under this Policy.
As per the said Policy, an Internal Complaints Committee is also in place to redress complaints received regarding sexual harassment. No complaints were received during financial year 2021-22.

Declaration regarding compliance by the Board Members and Senior Management Personnel with the Company's code of conduct.

The Shareholders,

I, Krishan Kumar Goyal, Chairman and Managing Director of the Company do hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct adopted by the Board of Directors, as applicable to the Board of Directors and Senior Management of the Company.

For Modern Dairies Limited

Krishan Kumar Goyal
Chairman & Managing Director
DIN: 00482035

Place: Chandigarh
Date: 27th August, 2022

Certificate on Compliance with the conditions of Corporate Governance under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,
The Members of
MODERN DAIRIES LIMITED
136 K.M., G.T. ROAD, KARNAL, HR 132001 IN

We have examined the compliance of conditions of Corporate Governance by Modern Dairies Limited (the company) for the year ended on 31st March 2022 as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information, and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as per the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has generally complied with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except non-compliance with Regulation 33 relating to 4TH Quarter for the F.Y 2020-21, wherein one of the filings to the Stock Exchange was not filed within the stipulated time. All the fines levied by the BSE for the Non-Compliances of the Regulation 33 has been deposited by the Company Apart from that, the Company has complied with all the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sanger & Associates
Company Secretaries

CS Rajeev Kumar Sanger
M.NO 58369
COP: 22007
UDIN: A058369D000872534

Place: Panchkula
Date: 26th August, 2022

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Certificate Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
**The Members of
MODERN DAIRIES LIMITED
CIN: L74899HR1992PLC032998
136 K.M., G.T. ROAD, KARNAL, HR 132001 IN**

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MODERN DAIRIES LIMITED [CIN L74899HR1992PLC032998]** and having registered office at **136 K.M., G.T. ROAD, KARNAL, HR 132001 IN** (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sanger & Associates**
Company Secretaries

CS Rajeew Kumar Sanger
M.NO 58369
COP: 22007
UDIN: 058369D000872567

Place: Panchkula
Date: 26th August, 2022

INDEPENDENT AUDITORS' REPORT

To

The Members of Modern Dairies Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Modern Dairies Limited, which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the

financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

We have audited the standalone financial statements of Modern Dairies Limited ("the Company"), which comprise the balance sheet as at March 31, 2022, and the statement of Profit and Loss, (statement of changes in equity) and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report and Emphasis of Matters, these quarterly financial results as well as the year to end results are presented in accordance with requirements of Regulation 33 of the SEBI (listing obligation and disclosure requirement) Regulations, 2015 in this regard and give a true and fair view of total comprehensive income comprising of net profit and other comprehensive income and financial information for the quarter ended 31st March, 2022 and for the year ended March 31st, 2022.

Basis for Qualified Opinion

Director's remuneration is not admissible as prescribed in Sec-197 of companies Act, 2013 except in accordance with the provision of Schedule V and if it is not able to comply with such provisions, the prior approval of lenders is required.

The Company is not eligible to pay director remuneration for non-compliance of conditions prescribed in schedule V of the companies Act, 2013. During the year, the company has given the director remuneration to Mr. Ashwani Kumar Aggarwal (Executive Director) amounting to Rs. 35,81,520 (for current quarter Rs. 8,95,380).

Apart from the managerial remuneration for the year ended 31st March, 2022, as mentioned above

the company has paid director remuneration of Rs. **2,14,20,442/-** till date without complying the provisions of Schedule V of the companies Act, 2013.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

EMPHASIS OF MATTER

(A) Assignment of SBI debt to ARC

A lender bank of the company viz. State Bank of India (SBI) has assigned its loans and other facilities along with underlying financial documents together with all the rights, title and interest to Edelweiss Asset Reconstruction Company Limited, acting in its capacity as trustee of the EARC Trust- SC 306 for the benefits of the holders of the Security Receipts issued by the trustee there under.

During the reporting period there has been no written agreement between the Company and Edelweiss Asset Reconstruction Company Limited to crystallize the amount payable and interest thereon to them. The Company is paying Rs 25 Lacs per month as adhoc Payments to Edelweiss. In absence of any agreement in this regard, the components of such payment cannot be ascertained, hence any liability for deduction of TDS, if may arising on such future ascertainment has not been provided.

(B) One Time Settlement (OTS) with Lenders

The Company's accounts with lenders have been NPA for quite some time and State Bank of India has already show cased its portion of loan in April, 2018 and the said loan has been taken over by Edelweiss Asset Reconstruction Company.

Punjab National Bank vide its letter dated 26.02.2019 had sanctioned an One Time Settlement (OTS) to the company for an amount of Rs. 45.84 Crores for Fund Based and Rs. 15.76 Lacs for Non-Fund based. Against the dues towards PNB, Rs. 6 Crore was paid by the Company and has submitted its proposal for extension of the repayment period of the remaining amount. The matter is pending before the Hon'ble High Court. Further the company is also taking up the issue with Canara Bank to find out a resolution in the account.

(C) Interest provisioning on facilities from Consortium banks & Optionally Convertible Debentures:

The Company's various credit facilities, including Optionally Convertible Debentures have been declared "Non-Performing Assets"/ Recalled by its respective banks. There is a usual practice that banks discontinue to account for as "income" in respect to the accrued interest on such assets, subsequent to the declaration of these as "Non-performing assets". The bankers of the company too have not accounted as "income" in respect to the interest subsequent to NPA declaration date. In order to achieve the desired congruency on this issue & uncertainty of the amount liable to be paid, the management of the company has not provided for such interest i.e. interest on credit facilities subsequent to the date of declaration of these credit facilities as non-performing. Such interest amounts to **Rs. 9.65 Crores** and **Rs. 36.76 Crores** for Current quarter & Year ended 31st March 2022 respectively (including on the assigned debts of SBI) and **Rs 16.205 Lacs** and **Rs 65.722 Lacs** in respect to optionally converted debentures for Current Quarter & year ended 31st March 2022 respectively which has resulted in the understatement of current liabilities and overstatement of profits by same amount. Even though the debts of SBI have been assigned to Edelweiss Asset Reconstruction Company Limited, in absence of any express agreement between the company and Edelweiss Asset Reconstruction Company Limited, no interest has been accounted for in this respect. This interest is not recorded in Profit & Loss Account.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

- e. There are no observations or comments on financial transaction or matters which may have adverse effect on the functioning of the company except mentioned in the basis for qualified opinion.
- f. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is not in accordance with the provisions of section 197 of the Act; and
- i. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - 2. The Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - 4. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) during the year by the company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company during the year from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- 5. No dividend has been declared or paid during the year by the Company

FOR AARYAA & ASSOCIATES
Chartered Accountants

CA. Harsharanjit Singh Chahal
Partner
Membership no. 091689
UDIN: 22091689AJWIFR1502

Place: Chandigarh
Date: 30th May, 2022

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of the company for the year ended 31st March, 2022. To the best of our knowledge and belief and information & explanation given to us, we further report that:-

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of intangible assets;
- (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals which in our opinion is appropriate having regards to size of the company and nature of its assets. No material discrepancies have been noticed during the year.
- (c) Based on our examination of these records and other sufficient appropriate audit evidences, in our opinion, the title deeds of all the immovable properties (which are included under the head 'Property, Plant and Equipment') are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including right of use assets) or intangible or both during the year ended March 31, 2022.
- (e) There are no proceedings initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The inventory of the company has been physically verified by the management at reasonable intervals during the year and in our opinion the coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed.
- (b) There has been no sanctioning of working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during the year ended March, 31 2022.
- (iii) The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year ended on 31st March 2022.
- (iv) In our opinion, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The company has made and maintained the cost records specified by central government under sub section (1) of section 148 of the companies Act.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- (b) The dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise, goods and service tax and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (in lacs)	Amount paid under protest (in lacs)	Period to which the amount relates	Forum where dispute is pending
The Haryana Murrah Buffalo and Other Milk Animal Breed (Preservation and Development of Animal Husbandry and Dairy Development Sector) Act, 2001	Milk Cess	1953.195	5,91.00	2001-02 to 2020-21	Hon'ble Supreme Court of India
The Haryana Murrah Buffalo and Other Milk Animal Breed (Preservation and Development of Animal Husbandry and Dairy Development Sector) Act, 2001	Interest on milk cess	35831.474	-	2001-02 to 2020-21	Hon'ble Supreme Court of India

Haryana Water Resources Authority-Panchkula	Ground Water Abstraction	33.968	-	24.12.20 to 04.07.21	Ground Water Consumption (in m ³ /per day) @ Rs.16/- per kl on 1100 kl per day to be charged by the HWRA AUTHORITY – Panchkula.
Haryana Tax on Entry of Goods into Local Areas Act, 2003	Entry Tax	164.58	-	2007-08 to 2018-19	Hon'ble Punjab & Haryana High Court

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company had defaulted on timely payment of principal and interest on term loans and cash credits and the lender wise details with respect to amount outstanding is as under:

Sr. No.	Name of the bank	Amount of default (in Lacs)	Date of default
1	Punjab National Bank	10,269.02	30.11.2015
2	State Bank of India	3,995.51	30.11.2015
3	Canara Bank	2,194.51	31.10.2015

*It doesn't include interest of Rs. 3741.41 lacs not provided in books regarding various loans and optionally convertible debentures till 31st March 2022.

(b) The Company has not been declared as a willful defaulter by any bank or financial institution or other lender during the year.

(c) There were no Term loans availed during the year under audit.

(d) The Company has not availed funds on short term basis during the year under audit.

(e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures during the year.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments and term loans during the year).

(b) The Company has not made any preferential allotment or private placement of shares/ fully or partially or optionally convertible debentures during the year under audit.

(xi) (a) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(b) During the year and up to the date of this report, no report under section 143 (12) of the Act has been filed by secretarial auditor or by the predecessor auditors or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) There has been no Whistle blower complaint received during the year by the company.

(xii) In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special/statute applicable to Nidhi Company are not applicable to it.

(xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind-AS.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditors for the period under audit were considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The company is a Manufacturing company of milk and Milk Products registered under companies Act 2013. Hence, it is not required to obtain certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current year or the immediately preceding financial year. However, while calculating the Profit, interest amounting to Rs. 3741.417 Lacs (Previous year amounting to Rs. 3238.34 Lacs) on borrowings and optionally convertible debentures was not provided in the books. Therefore, if interest on the above is provided in statement of profit and loss. There would be cash losses in the current year amounting to Rs. 2590.66 Lacs (Previous Year amounting to Rs. 2,191.61 Lacs). Refer Point No. 1.12 in Notes to Accounts.
- (xviii) There has been no resignation of the statutory auditors during the year ended 31st March 2022.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, it has come to our attention, which makes us to believe that some material uncertainty exists as on the date of the audit report, that Company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) (a) Since Section 135 is not applicable to the company Hence in respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule II of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act.
- (b) Since Section 135 of the companies Act 2013 is not applicable to the company. There are no unspent amounts that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of the Act.

For AARYAA & ASSOCIATES
Chartered Accountants

CA Harsharanjit Singh Chahal
Partner

Membership No. 091689
(Firm Registration No. 015935N)

Place: Chandigarh
Date: 30th May, 2022

Annexure 2

Annexure to the Independent Auditor's Report of even date to the members of Modern Dairies Limited, on the financial statements for the year ended 31st March, 2022

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the financial statements of Modern Dairies Limited ("the Company") as of and for the year ended 31st March 2022, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles. A Company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For AARYAA & ASSOCIATES
Chartered Accountants

CA Harsharanjit Singh Chahal
Partner
Membership No. 091689
(Firm Registration No. 015935N)

Place: Chandigarh
Date: 30th May, 2022

BALANCE SHEET AS AT 31ST MARCH 2022
(All amounts in ₹ lacs, unless stated otherwise)

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
1) Non-current assets			
(a) Property, Plant and Equipment	3	29,72.33	33,94.94
(b) Capital work-in-progress		-	23.87
(c) Other Intangible assets	3	3.06	4.87
(d) Financial Assets			
(i) Investments	4	1.33	1.33
(ii) Loans and advances	5	3,47.66	1,34.87
(e) Deferred tax assets (net)	6	-	-
		<u>33,24.38</u>	<u>35,59.88</u>
2) Current assets			
(a) Inventories	7	14,13.72	23,76.54
(b) Financial Assets	8	-	57.05
(i) Trade receivables	9	3,21.47	9,18.77
(ii) Cash and cash equivalents	10	6,96.21	1,08.48
(iii) Loans and advances	11	-	0.38
(c) Current Tax Assets(Net)	12	1,46.85	65.12
(d) Other current assets	13	2,69.51	3,57.37
(e) Asset Held for Disposal	14	1.60	1.60
Grand Total		<u>28,49.36</u>	<u>38,85.31</u>
Total Assets		<u>61,73.74</u>	<u>74,45.19</u>
<u>EQUITY AND LIABILITIES</u>			
1) EQUITY			
(a) Equity Share capital	15	23,35.89	23,35.89
(b) Other Equity	16	<u>(1,31,40.18)</u>	<u>(1,36,46.55)</u>
		<u>(1,08,04.29)</u>	<u>(1,13,10.66)</u>
<u>LIABILITIES</u>			
2) Non-Current liabilities			
(a) Long Term Provisions	17	1,17.50	1,09.11
(b) Deferred tax liabilities (Net)	18	-	-
		<u>1,17.50</u>	<u>1,09.11</u>
3) Current liabilities			
(a) Financial Liabilities			
(i) Short term borrowings	19	25.00	25.00
(ii) Trade payables	20	5,22.05	15,55.08
(iii) Other financial liabilities	21	1,44,22.85	1,53,15.67
(b) Other current liabilities	22	4,68.05	3,84.26
(c) Provisions	23	14,22.58	13,66.72
		<u>1,68,60.53</u>	<u>1,86,46.73</u>
Total Equity and Liabilities		<u>61,73.74</u>	<u>74,45.19</u>

This is the balance sheet referred to in our report of even date

For **AARYAA & ASSOCIATES**
Chartered Accountants

For Modern Dairies Limited

CA Harsharanjit Singh Chahal
Partner

Krishan Kumar Goyal
(Chairman & Managing Director)
(DIN: 00482035)

A K Aggarwal
(Director)
(DIN: 00486430)

Place: Chandigarh
Date: 30th May, 2022

Mukesh Sehgal
(Chief Financial Officer)

Shruti Joshi
(Company Secretary)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2022

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	Notes	For the Year ended 31 March 2022	For the Year ended 31 March 2021
REVENUE			
I Revenue From Operations	24	2,41,74.15	6,10,08.01
II Other Income	25	42.54	36.00
III Total Income (I+II)		2,42,16.69	6,10,44.01
IV EXPENSES			
Cost of materials consumed	26	1,74,69.48	5,56,83.91
Changes in inventories of finished goods, Stock-in-Trade and work-inprogress	27	9,80.53	25.83
Employee benefits expense	28	11,79.67	11,33.38
Finance costs	29	8.23	3.85
Depreciation/ Impairment Loss and amortization expenses	30	6,43.88	22,44.86
Other expenses	31 & 32	34,39.68	31,47.71
Total expenses (IV)		2,37,21.47	6,22,39.54
V Profit/(loss) before exceptional items and tax (III-IV)		4,95.22	(11,95.54)
VI Exceptional Items		-	22,77.94
VII Profit/(loss) before tax (V-VI)		4,95.22	(34,73.47)
VIII Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
IX Profit/(loss) for the period (IX+XII)		4,95.22	(34,73.47)
X Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss	33	11.65	(2.59)
XI Total Comprehensive Income for the period (IX+X)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		5,06.88	(34,76.06)
XII Earnings per equity share (for continuing operation):			
(1) Basic		2.12	(14.89)
(2) Diluted		2.12	(14.89)
XIII Earnings per equity share (for discontinued & continuing operations)			
(1) Basic		2.12	(14.89)
(2) Diluted		2.12	(14.89)

This is the statement of profit and loss referred to in our report of even date

For **AARYAA & ASSOCIATES**
Chartered AccountantsFor **Modern Dairies Limited****CA Harsharanjit Singh Chahal**
Partner**Krishan Kumar Goyal**
(Chairman & Managing Director)
(DIN: 00482035)**A K Aggarwal**
(Director)
(DIN: 00486430)Place: Chandigarh
Date: 30th May, 2022**Mukesh Sehgal**
(Chief Financial Officer)**Shruti Joshi**
(Company Secretary)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	For the Year ended 31 March 2022	For the Year ended 31 March 2021
A Cash flow from operating activities:		
Profit/(Loss) before tax	5,06.88	(34,76.06)
Adjustments for:		
Depreciation and amortisation	6,43.88	22,44.86
Depreciation as Exceptional Items	-	22,77.94
Provision for milk cess	59.06	59.06
Bad debts	-	17.04
Balances written off	8.65	0.02
Liabilities written back	(10.28)	(7.04)
Interest expense	8.23	3.85
Interest income	(6.16)	(11.63)
Employee benefits	25.77	24.69
Changes in Accounting policy/Prior Period Errors	(0.51)	(1.77)
Operating loss before working capital changes	12,35.52	11,30.95
Adjustments for movement in:		
Increase/Decrease in long-term loans and advances	(1,31.06)	(34.30)
Increase/Decrease in inventories	9,62.82	184.23
Increase/Decrease in Financial Assets	57.05	(3.14)
Increase/Decrease in trade receivables	5,97.30	13,70.64
Increase/Decrease in other current assets	79.21	(1,14.96)
Increase/Decrease in Asset Held for Disposal	-	3.40
Increase/Decrease in Short term loans and advances	0.38	(0.13)
Increase/Decrease in Current Tax Assets	(81.73)	-
Increase/Decrease in long-term provisions	8.39	19.50
Increase/Decrease in trade payables	(10,22.75)	(18,79.42)
Increase/Decrease in other current liabilities	83.79	14.85
Increase/Decrease in short-term provisions	(28.97)	(24.44)
Net cash generated from operations	17,59.95	6,67.18
Taxes paid	81.73	(2.24)
Net cash generated from operating activities	16,78.22	6,69.42
B Cash flow from investing activities:		
Purchase of fixed assets (including capital work in progress and movement in creditors for capital goods)	(1,95.59)	(3,52.74)
Proceeds from sale of fixed assets	-	5.04
Interest received	6.16	11.63
Net cash used in investing activities	(1,89.43)	(3,36.07)
C Cash flow from financing activities		
Increase/Decrease in Other financial liabilities	(31.46)	(10.43)
Interest/Principal paid	(8,69.60)	(3,03.86)
Net Cash used in financing activities	(9,01.06)	(3,14.29)
Net increase/(decrease) in cash and cash equivalents	5,87.73	19.06
Cash and cash equivalents at the beginning of the year	1,08.48	89.42
Cash and cash equivalents at the end of the period	6,96.21	1,08.48
Components of cash and cash equivalents:-		
Cash in hand	9.69	11.28
Cheques in hand	4,90.10	-
Balances with Scheduled Banks		
In current accounts	1,96.42	97.20
Cash and cash equivalents in cash flow statement:	6,96.21	1,08.48

Note: The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3 (AS-3) on "Cash flow statements" as specified under section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

Notes 1 to 48 form an integral part of these financial statements

This is the cash flow statement referred to in our report of even date

For **AARYAA & ASSOCIATES**
Chartered Accountants

For **Modern Dairies Limited**

CA Harsharanjit Singh Chahal
Partner

Krishan Kumar Goyal
(Chairman & Managing Director)
(DIN: 00482035)

A K Aggarwal
(Director)
(DIN: 00486430)

Mukesh Sehgal
(Chief Financial Officer)

Shruti Joshi
(Company Secretary)

Place: Chandigarh
Date: 30th May, 2022

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022**1. CORPORATE INFORMATION**

Modern Dairies Limited (the Company) is a public listed company incorporated under the provisions of the Companies Act 1956 on 20th April 1992. The Company is engaged in manufacturing of Milk products.

2. SIGNIFICANT ACCOUNTING POLICIES**2.1) Basis of preparation of Financial Statements****i) Statement of Compliance**

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013 and other accounting pronouncements of The Institute of Chartered Accountants of India.

ii) Basis of Preparation

Effective from 1st April 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind-AS 101, "First Time Adoption of Indian Accounting Standards, with 1st April 2016 as the transition date. The transition was carried out from Indian Accounting principles generally accepted in India as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

iii) Classification of Assets and liabilities as Current and Non-Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of its assets and liabilities.

The Company's various credit facilities declared as NPA for which one-time settlement was pending have been recalled by the bank and as such the amounts of such term loans and corporate loans have been reclassified into current liabilities instead of earlier classification as non-current liabilities. In respect of OCDs, the entire amount was redeemable at the end of financial year 2018-19 in one bullet payment; therefore, these are also reclassified into current liabilities.

2.2) Use of Estimates

The preparation of financial statements, in conformity with Ind-AS require estimates and assumptions to be made by management, that may affect the reported amount of assets and liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Changes in the estimates are reflected in the financial statements in the period changes are made, and if material their effects are disclosed in the notes to the financial statements.

2.3) Property, Plant and Equipment and Depreciation

Under the Indian GAAP, Property, plant and equipment were carried in the balance sheet on historical cost. The company has elected to regard the carrying values as deemed cost as per Para D7AA of Ind-AS 101 as on transition date i.e. 1st April 2016.

All tangible fixed assets are stated at cost less accumulated depreciation. Cost includes freight, duties, taxes and other expenses directly incidental to acquisition, bringing the asset to the location and installation including site restoration up to the time when the asset is ready for intended use. Such Costs also include Borrowing Cost if the recognition criteria are met. When a major inspection/repair occurs, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.

As per the provision of IND AS-16, major spare parts, stand-by equipment and servicing equipment qualify as property, plant and equipment when an entity expects to use them during more than one period and the company has elected to do the same.

Depreciation on tangible fixed assets has been provided on straight-line method according to the Schedule II of the Companies Act 2013.

The management had reassessed during the previous year the useful life of the plant & machinery of Unit-II to compute depreciation as per advice of expert. The management had decided to revise the useful

life from 25 years existing to 15 years. The change in method of computing the depreciation had affected the profitability to the extent of Rs. 2.85 Crores for the year under review. The exceptional item amounting to Rs. 22.78 Crore constitutes for the additional depreciation provided during the previous year by virtue of change in useful life of the plant & machinery as decided by management.

Assets held for Disposal

Assets held for disposal are valued at lower of cost or Net realizable value in accordance with IND AS-105.

2.4) Intangibles and Amortization

Intangible assets are recognized if it is probable that the future economic benefits attributable to those assets will flow to the enterprise. Intangibles assets are amortized on straight line basis over their useful lives, which range from 1-5 years, determined on the basis of expected future economic benefits. The amortization period and method would be reviewed at the end of each financial year.

2.5) Inventories

The cost in respect of various items of inventory is computed as under:

- i) In case of Raw-material on FIFO Basis (net of GST).
- ii) In case of Work in Progress – Raw Material are valued at monthly average cost basis. Cost for this purpose includes direct cost and all appropriate allocable overheads.
- iii) In case of Finished Goods – Finished goods are valued at Cost or Net realizable value whichever is lower. Cost for this purpose includes direct cost on monthly average cost basis, all appropriate allocable overheads and GST
- iv) Stock of Stores, spares & Fuel are valued at cost or net realizable value, whichever is lower and cost is computed on FIFO Basis (net of GST). Stocks in working condition are valued at depreciated value or realizable value whichever is less. Disposable and Used Stocks is valued at net realizable value.

2.6) Foreign Exchange Transaction

The transactions in Foreign exchange are accounted for at the exchange rates prevailing on the date of the transactions. The current assets and current liabilities are converted at the exchange rate prevailing at the last working day of the accounting year. The resultant gains/losses are recognized in the profit & loss account relating to current assets & current liabilities. Exchange differences on foreign currency transactions relating to fixed assets acquired from a country outside India have been adjusted to revenue.

Forward Exchange contracts not intended for trading or speculation purpose

In case of forward exchange contract, the premium or discount arising at the inception of such contract is amortized as income or expense over the life of contract as well as exchange difference on such contract i.e.

Difference between the exchange rate at the reporting/ settlement date and the exchange rate on the date of inception/ the last reporting date, is recognized as income/ expense for the year.

2.7) Employees Benefits**(a) Short Term Obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the financial reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as provision for employee benefit under short term provisions in the balance sheet.

(b) Post Employment obligations

The company operates the following post-employment schemes:

Defined benefit plan such as gratuity, provident fund

(c) Defined benefit obligations

The defined benefit obligations (Other than Provident Fund) are calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of related obligation.

The liability or asset recognized in the balance sheet in respect defined benefit obligations (except provident fund) is the present value of the defined benefit obligation at the end of the reporting period less the fair value of the plan assets, if any.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized directly in other comprehensive income.

Changes in the present value of the defined benefit obligations resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

(d) Provident Fund

Retirement benefits in the form of provident fund and family pension fund whether in pursuance of law or otherwise is accounted on accrual basis and charged to statement of profit and loss of the year.

(e) Bonus Payable

The following bonus of previous financial years is payable; however, management of company is committed to pay the bonus dues in coming financial year.

Details as follows:

Financial year	Amount in ₹
2017-18	49,819
2018-19	1,66,804
2019-20	13,719
2020-21	24,502

2.8) Investments

(a) Classification

The company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit & loss) and
- Those measured at amortized cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses arising from fair valuation will either be recorded in profit and loss or other comprehensive income. For investments in equity instruments, this will depend on whether the company has made any irrevocable election at the time of initial recognition to account for the equity investment for fair value through other comprehensive income.

(b) Measurement

The company measures a financial asset at its fair value and in the case of financial assets not at fair value through profit and loss, at fair value including transaction cost that are directly attributable to the acquisition of the financial asset. Transaction cost of financial asset carried at fair value through profit and loss are expensed in profit or loss.

2.9) Borrowing Costs

To capitalize the borrowing costs that is directly attributable to the acquisition or Construction items of property, plant and equipment which take substantial period of time to get ready for their intended use. Other borrowing Costs are recognized as an expense in the year in which they are incurred, except as follows:

a) Interest on Non-Convertible Debentures:

The Company's Corporate Debt Restructuring (CDR) package was approved by Corporate Debt Restructuring Empowered Group (CDREG) vide letter dated 19 October 2011. As per CDR approval, at the end of two years i.e. 1st April 2013, outstanding balance of Working Capital Term Loan (WCTL) and Funded Interest Term Loan (FITL) taken from respective banks has been converted into unsecured optionally convertible debentures (OCD) for an amount of Rs. 49,65,30,325 at a coupon rate of 0.001%. The said OCDs had an option of conversion into equity during 18 months from date of allotment of OCD as per then applicable SEBI guidelines. Since the conversion could not take place because of the issue of conversion price and as suggested by the lenders, the Company proposed to increase the rate of interest from its existing level of 0.001% to Coupon rate at 5-year G-Sec or 8.00% p.a. whichever is higher, in lieu of conversion. State Bank of India vide its letter dated 31 July 2015 has already conveyed its approval for increase in the interest rate in lieu of conversion and the proposal is under consideration of Punjab National Bank and Canara Bank. Any change in the terms of issue will require the approval of shareholders at the general meeting. The proposal has been accepted by the State Bank of India. However, the company has still not provided for any interest

payable to State bank of India in the books of accounts, such interest amounts to **Rs. 65.681 Lacs** which has resulted in the understatement of current liabilities and losses by **Rs. 65.681 Lacs**.

b) Interest provisioning on facilities from Consortium banks & Optionally Convertible Debentures:

The Company's various credit facilities, including Optionally Convertible Debentures have been declared "Non-Performing Assets"/ Recalled by its respective banks. There is a usual practice that banks discontinue to account for as "income" in respect to the accrued interest on such assets, subsequent to the declaration of these as "Non-performing assets". The bankers of the company too have not accounted as "income" in respect to the interest subsequent to NPA declaration date. In order to achieve the desired congruency on this issue & uncertainty of the amount liable to be paid, the management of the company has not provided for such interest i.e. interest on credit facilities subsequent to the date of declaration of these credit facilities as non-performing. Such interest amounts to **Rs. 9.65 Crores** and **Rs. 36.76 Crores** for Current quarter & Year ended 31st March 2022 respectively (including on the assigned debts of SBI) and **Rs. 16.205 Lacs** and **Rs. 65.722 Lacs** in respect to optionally converted debentures for Current Quarter & year ended 31st March 2022 respectively which has resulted in the understatement of current liabilities and overstatement of profits by same amount. Even though the debts of SBI have been assigned to Edelweiss Asset Reconstruction Company Limited, in absence of any express agreement between the company and Edelweiss Asset Reconstruction Company Limited, no interest has been accounted for in this respect. This interest is not recorded in Profit & Loss Account. As the Term Loans, Corporate Loans and also OCDs has been taken over by the Edelweiss hence the payments made to Edelweiss has been adjusted against the Term Loans, Corporate Loans and OCDs.

2.10) Financial Instruments

a) Recognition and Initial measurement

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs in relation to financial assets and financial liabilities, other than those carried at fair value through profit or loss (FVTPL), are added to the fair value on initial recognition. Transaction costs in relation to financial assets and financial liabilities which are carried at fair value through profit or loss (FVTPL), are charged to the statement of profit and loss.

b) Classification and subsequent measurement of financial assets

i) Debt Instruments

For the purpose of subsequent measurement, financial assets in the nature of debt instruments are classified as follows:

Amortized cost – Financial assets that are held within a business model whose objective is to hold the asset in order to collect contractual cash flows that are solely payments of principal and interest are subsequently measured at amortized cost less impairments, if any. Interest income calculated using effective interest rate (EIR) method and impairment loss, if any are recognized in the statement of profit and loss.

Fair value through other comprehensive income (FVOCI) – Financial assets that are held within a business model whose objective is achieved by both holding the asset in order to collect contractual cash flows that are solely payments of principal and interest and by selling the financial assets, are subsequently measured at fair value through other comprehensive income. Changes in fair value are recognized in the other comprehensive income (OCI) and on derecognition, cumulative gain or loss previously recognized in OCI is reclassified to the statement of profit and loss. Interest income calculated using EIR method and impairment loss, if any are recognized in the statement of profit and loss.

Fair value through profit or loss (FVTPL) – A financial asset which is not classified in any of the above categories are subsequently measured at fair valued through profit or loss. Changes in fair value and income on these assets are recognized in the statement of profit and loss.

ii) Equity Instruments

The Company has made investment in equity instruments that are initially measured at fair value. These investments are strategic in nature and held on a long-term basis. Accordingly, the company has elected irrevocable option to measure such investments at FVOCI. The Company makes such election on an instrument-by-instrument basis. Pursuant to such irrevocable option, changes in fair value are recognized in the OCI and are subsequently not reclassified to the statement of profit and loss.

c) Classification and subsequent measurement of financial liabilities

For the purpose of subsequent measurement, financial liabilities are classified as follows:

Amortized cost – Financial liabilities are classified as financial liabilities at amortized cost by default. Interest expense calculated using EIR method is recognized in the statement of profit and loss.

Fair value through profit or loss (FVTPL) – Financial liabilities are classified as FVTPL if it is held for trading, or is designated as such on initial recognition. Changes in fair value and interest expense on these liabilities are recognized in the statement of profit and loss.

d) De-recognition of financial assets and financial liabilities

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows including risks and rewards of ownership. A financial liability is derecognized when the obligation under the liability is discharged or expires.

2.11) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of GST. Revenue is recognized net of returns, trade allowances, rebates, value added taxes and net of amount collected on behalf of the third parties.

Revenue from Goods

Revenue from goods comprise of value of sales of products (net of returns) and cash and trade discounts. Sales are recognized with the transfer of significant risk and rewards of ownership of the goods, with the company losing effective control and the recovery of the consideration is probable.

Revenue from Services

Revenue from services are recognized in proportion to the stage of completion of transaction at the end of reporting period, and cost incurred in the transaction including same to complete the transaction and revenue (representing economic benefit associated with the transaction) can be measured reliably.

Interest

Interest income is recognized on a time proportion basis (accrual basis) taking into account the amount outstanding and the rate applicable.

Interest on electricity has been provisionally booked as there is no reasonable certainty of when the interest will be received.

2.12) Taxes on Income

Provision for Taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the Income Tax Act 1961. Deferred Tax resulting from timing difference between Book Profits and Tax Profits is accounted for at the applicable rate of tax to extent the timing differences are expected to crystallize, in case of Deferred Tax Liabilities with reasonable certainty and in case of Deferred Tax Assets with virtual certainty that there would be adequate future taxable income against which Deferred Tax Assets can be realized.

As per books, profit for the year ended 31.03.2022 is **Rs. 506.88 lacs**. However, while calculating the loss, interest amounting to **Rs. 3741.417 lacs** on borrowings and optionally convertible debentures was not provided in the books (Refer to point No. 1.9(b) of notes to accounts for further details). Therefore, if interest on the above is provided in statement of profit and loss, the loss comes to Rs. 3234.537 lacs. Hence, deferred tax asset has not been recognized due to absence of virtual certainty supported by convincing evidence to the effect that sufficient future taxable income would be available against which deferred tax assets can be realized.

2.13) Provisions for Contingent liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be outflow of resources. Contingent liabilities are disclosed by way notes.

2.14) Earning Per Share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by taking into the account the aggregate of the weighted average number of equity shares outstanding during the period and weighted average number of equity shares which would be issued on conversion of all the dilutive potential equity shares into equity shares

2.15) Cash Flow Statement

Cash and cash equivalents for the purpose of Statement of Cash Flows include bank balances, cheques and drafts on hand, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments that are readily convertible into cash. Bank overdrafts are included as a component of cash and cash equivalents for the purpose of Statement of Cash flows. The cash flow statement has been in accordance with the Ind AS-7 on "Cash Flow Statements" issued by the Companies (Accounting Standard) Rules, 2013.

2.16) Accounting policies not specifically referred to above are consistent with Indian Accounting Standards.

3 Fixed assets For the year ended 31st March, 2022

Particulars	Gross block			Accumulated depreciation and amortisation				Net block		
	As on 1 April 2021	Additions during the Period	As on 31 st March 2022	As on 1 April 2021	Depreciation for the Period	Depreciation as Exceptional Items	Impairment Loss	Sales / Adjustment during the Period	As on 31 st March 2022	As on 31 st March 2021
Tangible assets										
Freehold land	1,89.93	-	1,89.93	-	-	-	-	-	1,89.93	1,89.93
Buildings	13,13.58	6.26	13,19.84	3,12.79	63.14	-	-	3,75.93	9,43.91	10,00.79
Plant and equipment	84,14.14	2,10.06	86,24.20	62,34.02	5,72.94	-	-	68,06.96	18,17.25	21,80.12
Furniture and fixture	14.27	1.07	15.34	7.90	0.96	-	-	8.86	6.47	6.37
Office equipments	21.74	2.08	23.82	11.79	2.30	-	-	14.09	9.73	9.95
Vehicles	9.55	-	9.55	1.77	2.74	-	-	4.51	5.04	7.78
Total	99,63.21	2,19.46	1,01,82.67	65,68.27	6,42.07	-	-	72,10.34	29,72.33	33,94.94
Intangible assets										
Computer software	13.84	-	13.84	8.97	1.81	-	-	10.78	3.06	4.87
Total	13.84	-	13.84	8.97	1.81	-	-	10.78	3.06	4.87
Grand Total	99,77.05	2,19.46	1,01,96.51	65,77.24	6,43.88	-	-	72,21.12	29,75.39	33,99.81

For the year ended 31st March 2021

Particulars	Gross block			Accumulated depreciation and amortisation				Net block		
	As on 1 April 2020	Additions during the year	As on 31 st March 2021	As on 1 April 2020	Depreciation for the year	Depreciation as Exceptional Items	Impairment Loss	Sales / Adjustment during the year	As on 31 st March 2021	As on 31 st March 2020
Tangible assets										
Freehold land	1,89.93	-	1,89.93	-	-	-	-	-	1,89.93	1,89.93
Buildings	12,82.61	30.97	13,13.58	2,50.41	62.38	-	-	3,12.79	10,00.79	10,32.20
Plant and equipment	79,56.67	4,57.47	84,14.14	17,82.65	17,63.94	22,77.94	4,09.50	62,34.02	21,80.11	61,74.02
Furniture and fixture	13.53	0.74	14.27	7.01	0.89	-	-	7.90	6.37	6.52
Office equipments	18.13	3.61	21.74	9.62	2.17	-	-	11.79	9.95	8.51
Vehicles	31.51	-	31.51	14.69	3.99	-	-	16.92	7.79	16.82
Total	94,92.38	4,92.79	99,63.21	20,64.38	18,33.37	22,77.94	4,09.50	65,68.27	33,94.94	74,28.00
Intangible assets										
Computer software	13.84	-	13.84	6.98	1.99	-	-	8.97	4.87	6.86
Total	13.84	-	13.84	6.98	1.99	-	-	8.97	4.87	6.86
Grand Total	95,06.22	4,92.79	99,77.05	20,71.36	18,35.36	22,77.94	4,09.50	65,77.24	33,99.81	74,34.86

*During the financial year 2017-18, the company had adopted IND AS 101, "First time adoption of IND AS" transition date was 01-04-2016. The transition of IND AS has been carried out from the accounting principles generally accepted in India (Indian GAAP). While adopting IND AS, Net Block of Property Plant & Equipment under Indian GAAP was considered as the fair market value and converted into Gross Block. The impact of this resulted in a reduction of the gross block by Rs 6621.78 Lakhs.

	As at 31 March 2022 Amount in ₹ lacs	As at 31 March 2021 Amount in ₹ lacs
4 Investments		
Non trade investments (at cost, unquoted)		
Investment in equity shares (unquoted) Aricent Technologies (Holdings) Limited (1,069 equity shares (Previous year 1,069) of ₹ 10 each fully paid up)	1.04	1.04
Government securities		
National savings certificates (pledged with sales tax authorities)	0.29	0.29
	<u>1.33</u>	<u>1.33</u>
5 Long-term loans and advances (unsecured considered good, unless otherwise stated)		
Security deposits	3,47.66	1,34.87
	<u>3,47.66</u>	<u>1,34.87</u>
6 Deferred tax Assets (net)		
Deferred tax assets		
Unabsorbed depreciation as per tax laws (the deferred tax asset is restricted to the extent of deferred tax liability)	8.05	73.10
Deferred tax liabilities		
Timing difference on depreciation and amortisation of tangible and intangible assets	8.05	73.10
Deferred tax Assets (net)	<u>-</u>	<u>-</u>
7 Inventories (valued at lower of cost and net realisable value)		
Raw materials	1,20.01	1,22.71
Work-in-progress	1,49.05	68.19
Finished goods	5,46.58	16,07.97
Stores and spares	3,25.17	3,00.64
Packing materials	2,72.91	2,77.03
	<u>14,13.72</u>	<u>23,76.54</u>
8 Financial Assets		
Fixed Deposits	-	57.05
	<u>-</u>	<u>57.05</u>
9 Trade receivables (Unsecured)		
Considered doubtful	17.04	17.04
Less: Allowance for bad and doubtful debts	17.04	17.04
	<u>-</u>	<u>-</u>
Considered good	3,21.47	9,18.77
	<u>3,21.47</u>	<u>9,18.77</u>
Debts outstanding for a period:		
Less than 6 months	3,14.41	9,07.60
From 6 months to 1 year	7.03	10.01
From 1 year to 2 year	0.03	1.16
From 2 year to 3 year	-	-
More than 3 years	-	-
Total	<u>3,21.47</u>	<u>9,18.77</u>
10 Cash and bank balances		
(i) Cash and cash equivalents		
- Cash in hand	9.69	11.28
- Cheques in hand	4,90.10	-
(ii) - Balances with banks in current account	1,96.42	97.20
	<u>6,96.21</u>	<u>1,08.48</u>

11	Short-term loans and advances (unsecured considered good, unless otherwise stated)	As at	
		31 March 2022	31 March 2021
		Amount in ₹ lacs	Amount in ₹ lacs
	Loans and advances to employees	-	0.38
		-	0.38
12	Current Tax Assets		
	Tax Deducted at Source Recoverable	1,14.91	48.81
	TCS Recoverable	20.62	16.31
	TDS Recoverable	11.32	-
		<u>1,46.85</u>	<u>65.12</u>
13	Other Current Assets		
	Prepaid expenses	35.07	32.27
	Advances to suppliers	96.20	92.21
	Balances with statutory and government authorities	27.93	1,44.90
	Others	1,10.31	87.99
		<u>2,69.51</u>	<u>3,57.37</u>
14	Asset Held for Disposal		
	Asset Held for Disposal	1.60	1.60
		<u>1.60</u>	<u>1.60</u>

15	Equity Share capital	As at 31 March 2022		As at 31 March 2021	
		Number	Amount in ₹ lacs	Number	Amount in ₹ lacs
	Authorised share capital				
	Equity shares of ₹ 10 each	3,00,00,000	30,00.00	3,00,00,000	30,00.00
	Equity shares of ₹ 10 each	3,00,00,000	30,00.00	3,00,00,000	30,00.00
	Issued, subscribed and fully paid up				
	Equity shares of ₹ 10 each	2,33,19,861	23,31.99	2,33,19,861	23,31.99
	Total	<u>2,33,19,861</u>	<u>23,31.99</u>	<u>2,33,19,861</u>	<u>23,31.99</u>
	Forfeited shares				
	Amount originally paid up	76,900	3.90	76,900	3.90
			<u>23,35.89</u>		<u>23,35.89</u>

- (a) The Company has only one class of equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (b) There is no movement in equity share capital during the current year and previous year.

Reconciliation of share capital (Equity)	Number	Amount	Number	Amount
Balance at the beginning of the year	-	23,35.89	-	23,35.89
Add: Issued during the year	-	-	-	-
Add: Bonus issues made during the year	-	-	-	-
Add: Issued pursuant to the scheme of merger	-	-	-	-
Add: Shares issued pursuant to a contract without payment being received in cash	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Balance at the end of the year	<u>-</u>	<u>23,35.89</u>	<u>-</u>	<u>23,35.89</u>

(c) Shareholders holding more than 5% of the shares

	Number	Amount	% of holding	Number	Amount	% of holding
Equity shares of ₹ 10 each						
Alka Goyal	28,28,972	2,82.90	12.13%	28,28,972	2,82.90	12.13%
Krishan Kumar Goyal	22,97,343	2,29.73	9.85%	22,97,343	2,29.73	9.85%
Krishan Kumar Goyal (HUF)	12,80,000	1,28.00	5.49%	12,80,000	1,28.00	5.49%
	<u>64,06,315</u>	<u>6,40.63</u>	<u>27.47%</u>	<u>64,06,315</u>	<u>6,40.63</u>	<u>27.47%</u>

- (d) The Company has not issued any share pursuant to a contract without payment being received in cash in the current year and preceding five years. The Company has not issued any bonus shares nor has there been any buy-back of shares in the current year and preceding five years.

(e) **Detail of Shareholding by Promoters**

Particulars	Number	Amount in ₹ lacs	% of Total Shares of the company	Number	Amount in ₹ lacs	% of Total Shares of the company
Equity shares of ₹ 10 each						
Alka Goyal	2828972	282.90	12.13%	2828972	282.90	12.13%
Krishan Kumar Goyal	2297343	229.73	9.85%	2297343	229.73	9.85%
Krishan Kumar Goyal (HUF)	1280000	128.00	5.49%	1280000	128.00	5.49%
Aditya Goyal	878772	87.88	3.77%	878772	87.88	3.77%
Chandigarh Finance Pvt. Ltd.	771892	77.19	3.31%	771892	77.19	3.31%
Shree Ganesh Invest. & Inds. Ltd.	720000	72.00	3.09%	720000	72.00	3.09%
Times Finvest and Commerce Ltd	670000	67.00	2.87%	670000	67.00	2.87%
Nabha Commerce Pvt. Ltd.	527600	52.76	2.26%	527600	52.76	2.26%
Amarjit Goyal	500200	50.02	2.14%	500200	50.02	2.14%
Amarjit Goyal (HUF)	150000	15.00	0.64%	150000	15.00	0.64%
Bharat Forgings Pvt. Ltd	30000	3.00	0.13%	30000	3.00	0.13%
Total	10654779	10,65.48		10654779	10,65.48	

16 Other Equity

Amount in ₹ lacs

Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium Reserve	ESOP Outstandings	Retained Earnings	Debt Instruments through other comprehensive income	
Balance as on 31st March, 2020	2,23.74	30,73.42	-	(1,34,65.87)	-	(1,01,68.71)
Changes in Accounting policy/Prior Period Errors	-	-	-	(1.77)	-	(1.77)
Restated Balance at the beginning of the Reporting Period	2,23.74	30,73.42	-	(1,34,67.64)	-	(1,01,70.48)
Profit for the year	-	-	-	(34,73.47)	-	(34,73.47)
Other Comprehensive Income for the year	-	-	-	(2.59)	-	(2.59)
Total Comprehensive Income for the year	2,23.74	30,73.42	-	(1,69,43.71)	-	(1,36,46.55)
Transaction with owners in capacity as owners	-	-	-	-	-	-
Dividends	-	-	-	-	-	-
Transferred to Retained Earnings	-	-	-	-	-	-
Bonus Shares	-	-	-	-	-	-
Movement During the Year	-	-	-	-	-	-
Balance as on 31st March, 2021	2,23.74	30,73.42	-	(1,69,43.71)	-	(1,36,46.55)

Amount in ₹ lacs

Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium Reserve	ESOP Outstandings	Retained Earnings	Debt Instruments through other comprehensive income	
Balance as on 31st March, 2021	2,23.74	30,73.42	-	(1,69,43.71)	-	(1,36,46.55)
Changes in Accounting policy/Prior Period Errors	-	-	-	(0.51)	-	(0.51)
Restated Balance at the beginning of the Reporting Period	2,23.74	30,73.42	-	(1,69,44.22)	-	(1,36,47.06)
Profit for the period	-	-	-	4,95.22	-	4,95.22
Other Comprehensive Income for the period	-	-	-	11.65	-	11.65
Total Comprehensive Income for the period	2,23.74	30,73.42	-	(1,64,37.34)	-	(1,31,40.18)
Transaction with owners in capacity as owners	-	-	-	-	-	-
Dividends	-	-	-	-	-	-
Transferred to Retained Earnings	-	-	-	-	-	-
Bonus Shares	-	-	-	-	-	-
Movement During the Period	-	-	-	-	-	-
Balance as on 31st March, 2022	2,23.74	30,73.42	-	(1,64,37.34)	-	(1,31,40.18)

	As at 31 March 2022 Amount in ₹ lacs	As at 31 March 2021 Amount in ₹ lacs
17 Long-term provisions		
Provisions for gratuity	1,17.50	1,09.11
	<u>1,17.50</u>	<u>1,09.11</u>

The following table set out the status of the plan for gratuity as required under Indian Accounting Standard IND AS 19:

Change in projected benefit obligation

Projected benefit obligation at the beginning of the year*	1,72.70	1,52.95
Service cost	14.03	14.29
Interest cost	11.74	10.40
Actuarial gain	(11.65)	2.59
Benefits paid	(8.94)	(7.53)
Projected benefit obligation at the end of the year*	1,77.88	1,72.70

Reconciliation of present value of obligation on the fair value of plan assets

Present value of projected benefit obligation at the end of the year*	1,77.88	1,72.70
Liability recognised in the balance sheet*	1,77.88	1,72.70

*This includes short term portion of ₹ 60.39 lacs (previous year ₹ 63.59 lacs) as disclosed under note 23.

Components of net gratuity costs are

Service cost	14.03	14.29
Interest cost	11.74	10.40
Net gratuity costs	25.77	24.69

Other Comprehensive Income

Actuarial (gain)/loss for the year on PBO	(11.65)	2.59
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Actuarial Assumptions

Economic Assumptions

Discount rate	7.23%	6.80%
Rate of increase in compensation level	5.00%	5.00%
Average remaining life (years)	17.66	18.56

Demographic Assumptions

Mortality table	Indian assured lives mortality (1994-96)	Indian assured lives mortality (1994-96)
Retirement age	58	58
Withdrawal rates		
- upto 30 years	3%	3%
- from 31 to 44 years	2%	2%
- above 44 years	1%	1%

	As at 31 March 2022 Amount in ₹ lacs	As at 31 March 2021 Amount in ₹ lacs
18 Deferred tax liabilities (net)		
Deferred tax liabilities		
Timing difference on depreciation and amortisation of tangible and intangible assets	8.05	73.10
Deferred tax assets		
Unabsorbed depreciation as per tax laws (the deferred tax asset is restricted to the extent of deferred tax liability)	8.05	73.10
Deferred tax liabilities (net)	<u>-</u>	<u>-</u>
19 Short term borrowings		
Working capital borrowings from banks (secured)	-	-
Loan from Related Party	25.00	25.00
	<u>25.00</u>	<u>25.00</u>

Cash credit/export credit from banks, reclassified as other financial liabilities, are secured by way of hypothecation of current assets of the company comprising of raw material, stock in process, finished goods, stores and spares, goods-in-transit, receivables and any other security acceptable on pari-passu basis. It is also secured by equitable mortgage of fixed assets including land and building of the Company on pari-passu basis with other banks and is also guaranteed by the promoter of the Company.

20 Trade payables

	As at 31 March 2022 <u>Amount in ₹ lacs</u>	As at 31 March 2021 <u>Amount in ₹ lacs</u>
Dues to micro and small enterprises	72.33	36.76
Dues to others	<u>4,49.72</u>	<u>15,18.32</u>
	<u>5,22.05</u>	<u>15,55.08</u>

Dues outstanding for a period:

	MSME Creditors	Other Creditors	MSME Creditors	Other Creditors
Less than 1 year	60.90	4,18.40	25.60	14,12.23
From 1 year to 2 years	0.27	23.62	0.21	56.02
From 2 years to 3 years	0.21	-	5.54	(5.54)
More than 3 years	10.95	7.70	5.41	55.61
Total	<u>72.33</u>	<u>4,49.72</u>	<u>36.76</u>	<u>15,18.32</u>

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

Principal amount remaining unpaid	54.30	25.33
Interest due thereon	6.60	0.27
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the period	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the period) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at end of the period	18.02	11.43
Further interest remaining due and payable even in the succeeding periods, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

21 Other financial liabilities

	As at 31 March 2022 <u>Amount in ₹ lacs</u>	As at 31 March 2021 <u>Amount in ₹ lacs</u>
Dues to Banks	1,14,93.72	1,14,93.74
Debentures Maturing within one year	49,65.30	49,65.30
Interest accrued and due on borrowings	81.78	81.78
Book overdraft	-	24.85
	<u>1,65,40.81</u>	<u>1,65,65.67</u>
Less:		
Advances to Edelweiss	9,33.54	6,50.00
Advance to PNB	9,08.96	6,00.00
Advance to Canara Bank	2,75.46	-
	<u>1,44,22.85</u>	<u>1,53,15.67</u>

The Company's various credit facilities declared as NPA for which one time settlement was pending have been recalled by the bank and as such the amounts of such term loans and corporate loans have been reclassified into current liabilities from non-current liabilities. In respect of OCDs, the entire amount shall be redeemable at the end financial year 2018-19 in one bullet payment; therefore, these are also reclassified into current liabilities, afterwards the Takeover of OCDs by Edelweiss these OCDs becomes overdue debt for the company. As the Term Loans, Corporate Loans and also OCDs has been takenover by the Edelweiss hence the payments made to Edelweiss has been adjusted against the Term Loans, Corporate Loans and OCDs.

22 Other current liabilities

	As at 31 March 2022 <u>Amount in ₹ lacs</u>	As at 31 March 2021 <u>Amount in ₹ lacs</u>
Statutory & Other Dues	22.80	25.97
Employee related payables	1,22.05	1,24.44
Advance from customers	1,35.40	41.12
Security deposits	1,80.89	1,73.59
Creditors for capital goods	6.91	19.14
	<u>4,68.05</u>	<u>3,84.26</u>

23 Provisions

Provision for gratuity	60.39	63.59
Provision for milk cess	19,53.19	18,94.13
Less: Milk cess paid under protest	5,91.00	5,91.00
	<u>14,22.58</u>	<u>13,66.72</u>

	For the year ended 31 March 2022 Amount in ₹ Lacs	For the year ended 31 March 2021 Amount in ₹ Lacs
24 Revenue		
Revenue from operations		
Sale of products & Services		
Export	2,12.68	69.49
Domestic	2,38,39.48	6,07,79.50
Other operating revenue	1,21.99	1,59.02
Revenue from operations	<u>2,41,74.15</u>	<u>6,10,08.01</u>
Details of products sold (contributing more than 10% of the total revenue)		
Milk	39,64.30	3,60,32.18
Ghee	34,38.08	1,15,91.97
Cheese	30,53.03	-
Curd	36,26.45	-
Others	99,70.31	1,32,24.83
	<u>2,40,52.16</u>	<u>6,08,48.98</u>
25 Other income		
Interest income		
- from banks	0.19	3.40
- others	5.97	8.23
Service Tanker Cleaning	6.81	7.27
Handling Charges Of Culture Product	3.70	1.64
Storage & Handling Charges Milk	-	4.44
Gain on Foreign Exchange Fluctuation	2.52	-
Balances written off	10.28	7.04
Notice Pay Deducted From Employees	1.64	0.46
Miscellaneous income	11.43	3.52
	<u>42.54</u>	<u>36.00</u>
26 Cost of materials consumed		
Opening stock		
Raw materials	1,22.71	2,72.35
Packing materials	2,77.03	2,49.19
	<u>3,99.74</u>	<u>5,21.54</u>
Add: Purchases of raw materials during the year	1,58,65.87	5,36,60.25
Add: Purchases of packing materials during the year	15,96.79	19,01.86
	<u>1,74,62.66</u>	<u>5,55,62.11</u>
Less: Closing stock		
Raw materials	1,20.01	1,22.71
Packing materials	2,72.91	2,77.03
	<u>3,92.92</u>	<u>3,99.74</u>
	<u>1,74,69.48</u>	<u>5,56,83.91</u>
27 Changes in inventories of finished goods and work-in-progress		
Opening stock		
- Manufactured goods	16,07.97	16,88.27
- Work-in-progress	68.19	13.72
	<u>16,76.16</u>	<u>17,01.99</u>
Closing stock		
- Manufactured goods	5,46.58	16,07.97
- Work-in-progress	1,49.05	68.19
	<u>6,95.63</u>	<u>16,76.16</u>
	<u>9,80.53</u>	<u>25.83</u>
28 Employee benefit expense		
Salaries, wages and bonus	11,26.06	10,81.42
Contribution to provident and other defined contribution funds	49.80	48.60
Staff welfare expenses	3.81	3.36
	<u>11,79.67</u>	<u>11,33.38</u>

29 Finance costs

	For the year ended 31 March 2022 Amount in ₹ Lacs	For the year ended 31 March 2021 Amount in ₹ Lacs
Interest expenses		
- to banks	0.11	1.05
- others	8.12	2.80
	<u>8.23</u>	<u>3.85</u>

30 Depreciation/ Impairment Loss and amortization expenses

Depreciation/ Impairment Loss and amortization expenses of tangible assets	6,42.07	22,42.87
Amortisation of intangible assets	1.81	1.99
	<u>6,43.88</u>	<u>22,44.86</u>

31 Other expenses

Consumption of stores and spare parts [refer note 30(d)]	6,36.28	4,51.31
Power and fuel	19,22.93	16,79.25
Rent	45.20	45.84
Repairs to		
- building	66.35	54.68
- machinery	88.69	89.68
- others	9.09	12.42
Insurance	22.11	13.87
Legal and professional expenses	48.52	28.90
Payment to auditors	8.82	8.09
Rates and taxes	53.21	3.85
Allowance for bad and doubtful debts	-	17.04
Travelling and conveyance	85.16	70.20
Provision for milk cess [refer note 28(b)]	59.06	59.06
Loss on sale/write off of fixed assets (net)	-	2.54
Revaluation Impact of Aseet Held for Disposal	-	3.40
Freight and forwarding charges	1,73.39	3,84.64
Other Manufacturing exp.	41.65	40.04
Loss on Foreign Exchange Fluctuation	-	0.46
Miscellaneous expenses	1,79.22	1,82.44
	<u>34,39.68</u>	<u>31,47.71</u>

32 Other Comprehensive Income

Actuarial Gain/(Loss) on Obligation	11.65	(2.59)
	<u>11.65</u>	<u>(2.59)</u>

33 Contingent Liabilities & Commitments

Contingent Liabilities:	As at 31 March 2022 Amount in ₹ Lacs	As at 31 March 2021 Amount in ₹ Lacs
a) Claim against the Company not acknowledged as debts	-	-
b) Other money for which Company is contingent liable	1,98.55	2,41.79
Commitments:		
a) Estimated amounts of contractors remaining to be executed On capital accounts and not provided for	-	-
b) Letter of credited against import of material	-	-

34 For the year 2021-22 interest accrued on long term and short term borrowings amounting to Rs. 37,41.42 lacs (Rs. 11,61.87 Lacs to SBI, Rs. 19,76.56 Lacs accrued to PNB and Rs. 6,02.98 Lacs to Canara Bank) has not been provided in the statement of profit and loss account as on 31st March 2022, as these loans have been categorized as NPA.

35 Earnings per share:

	As at 31 March 2022 Amount in ₹ Lacs	As at 31 March 2021 Amount in ₹ Lacs
Profit / (Loss) after taxation as per Statement of profit and Loss (₹ in lacs)	4,95.22	(34,73.47)
Equity shares outstanding	2,33,19,861	2,33,19,861
Basic earnings per share in rupees (face value ₹ 10/- each)	2.12	(14.89)
Diluted earnings per share in rupees (face value ₹ 10/- each)	2.12	(14.89)

36 Payment to Auditors*

Audit Fees	6.75	6.75
Tax Audit fees	0.75	0.75

*Exclusive of GST

37 Statement of Turnover and Closing Stock

Quantity in kgs.

Particulars	Turnover	Finished Goods		Work in Process	
		Closing Stock	Opening Stock	Closing Stock	Opening Stock
GHEE					
Current Year	9,04,230	22,855	2,08,121		
Previous Year	31,80,588	2,08,121	1,50,030		
S.M.P					
Current Year	1,05,874	2,815	1,04,731		
Previous Year	1,14,136	1,04,731	1,19,867		
D.W					
Current Year	1,45,075	-	15,000		
Previous Year	1,37,750	15,000	6,250		
W.M.P					
Current Year	2,102	-	4,150		
Previous Year	-	4,150	10,250		
BUTTER					
Current Year	-	6,180	4,820		
Previous Year	-	4,820	1,180		
CHEESE					
Current Year	10,20,650	37,884	85,957		
Previous Year	8,73,325	85,957	1,10,075		
CASEIN					
Current Year	76,531	22,950	15,425		
Previous Year	37,750	15,425	3,675		
LACTOSE					
Current Year	7,70,550	28,125	20,850		
Previous Year	6,77,450	20,850	65,675		
W.P.C 35					
Current Year	1,82,125	14,300	52,900		
Previous Year	98,275	52,900	37,850		
W.P.C 70					
Current Year	50,040	40	5,040		
Previous Year	84,000	5,040	12,260		
Cream					
Current Year				-	2,000
Previous Year				2,000	5,800

Particulars	Turnover	Finished Goods		Work in Process	
		Closing Stock	Opening Stock	Closing Stock	Opening Stock
Skimmed Milk					
Current Year				51,943	76,384
Previous Year				76,384	34,403
SMP					
Current Year				2,950	-
Previous Year				-	-
WMP					
Current Year				5,735	-
Previous Year				-	-
Lactose Liquid					
Current Year				40,246	13,235
Previous Year				13,235	-
WPC 35 Liquid					
Current Year				2,600	840
Previous Year				840	-
WPC 70 Liquid					
Current Year				-	-
Previous Year				-	-
WPC 80					
Current Year				1,380	4,320
Previous Year				4,320	80

38 The Information required by paragraph 5 of general instructions for preparation of the statement of profit and loss as per schedule III of Companies Act, 2013

a) Value of Imports (CIF Basis)

	As at 31 March, 2022 (Amount in ₹ Lacs)	As at 31 March, 2021 (Amount in ₹ Lacs)
1) Raw Material	0.00	0.00
2) Stores & Spares	0.00	0.00

b) Expenditure in Foreign Currency

Professional and consultation fees	0.00	0.52
Others	0.00	0.00

c) Value of Raw materials and packing materials consumption

	Year Ended 31 March, 2022		Year Ended 31 March, 2021	
	%age	(Amount in ₹ Lacs)	%age	(Amount in ₹ Lacs)
Cost of Materials Consumed				
Imported	0.00	0.00	0.00	0.00
Indigenous	100.00	1,74,69.48	100.00	5,56,83.91
		<u>1,74,69.48</u>		<u>5,56,83.91</u>
Store & Spares				
Imported	0.00	0.00	0.00	0.00
Indigenous	100.00	6,36.28	100.00	4,51.31
		<u>6,36.28</u>		<u>4,51.31</u>

39 Sales Incentive

Sales Incentive

The Company provides to its customers' cash discount to get prompt payment and rebate for commercial settlements. Under previous GAAP, these discounts and rebates were shown as expenses under the head "other expenses". Under Ind AS, revenue from sales of goods shall be measured at the fair value of the consideration received or receivable. Therefore, these discounts and rebates have been netted off from revenue from sales of goods. This has resulted in a decrease in the revenue from operations and expenses for the year ended 31 March 2022.

40 OPERATING SEGMENT

The Company is engaged in the business of Milk Products Manufacturing which in context of Indian Accounting Standards – 108 "Operating Segment" issued by the Institute of Chartered Accountants of India is considered as the only Business Segment. Accordingly, the disclosure requirements of Ind AS 108 are not applicable.

- 41 In the opinion of the Board of Directors, Current Assets, Loan and Advances have value on realization in the ordinary course of business at least equal to the amounts at which they are stated and provision for all known liabilities have been made in accounts.
- 42 The Company's various credit facilities have been declared as NPA and have since been recalled by the banks and as such the amounts of such term loans and corporate loans including OCD have been reclassified into current liabilities instead of earlier classification as non-current liabilities.
- 43 As per the Indian Accounting Standard – 24 issued by the Institute of Chartered Accountants of India "Related Party Disclosure ". In view of this the company has given the following disclosures for the year.

The company has identified the related parties having transactions during the year, as per detail given below.

A) Related Party and their relationship

Key management personnel (KMP)

Mr. Krishan Kumar Goyal (Chairman and Managing Director - CMD)

Mr. A.K. Aggarwal (Executive Director)

Mr. Mukesh Sehgal (Chief Financial Officer)

Ms. Shruti Joshi (Company Secretary)

Entities in which directors of the Company are able to exercise control or have significant influence

Mala Builders Private Limited

Krishan Kumar Goyal (HUF)

Amarjit Goyal (HUF)

Relatives of KMP

Mrs. Alka Goyal, Wife of CMD.

Mr. Aditya Goyal, Son of CMD.

Mrs. Aesha Goyal, Son's Wife of CMD

Mrs. Sonam Jhunjunwala, Daughter of CMD

B) Transactions with the related parties

(Amount in ₹ Lacs)

Particulars	Key Management Personnel	Relatives of Key Management Personnel & their enterprises	Associates
Remuneration Including Perks	80.47 (74.24)	- (-)	- (-)
Interest On Unsecured Loan	- (-)	- (-)	- (-)
Loan Taken	- (-)	- (-)	- (-)
Loan Repaid	- (-)	- (-)	- (-)
Loan Given	- (-)	- (-)	- (-)
Loan Received back	- (-)	- (-)	- (-)
Interest Income	- (-)	- (-)	- (-)
Rent Paid	- (-)	36.00 (36.00)	- (-)
Share of Expenses Received	- (-)	- (-)	- (-)
Share of Expenses Paid	- (-)	2.01 (3.05)	- (-)
Purchase of Raw Material & Stores	- (-)	- (-)	- (-)
Sales of Finished Products	- (-)	- (-)	- (-)

44 Management's disclosure in respect to inadmissible Managerial Remuneration

The company has paid Managerial Remuneration amounting to Rs. 35,81,520/-, to directors without prior approval from the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor. The directors undertake that in case the approval is not received, the remuneration received by the Director shall be refunded. The financial Results are affected to that extent.

45 Going Concern

The management endeavor is to resolve debt of the lender i.e. Punjab National Bank, Canara Bank and State Bank of India / Edelweiss Assets Restructuring Ltd. and the discussion are in progress.

Considering the above development and favorable impact thereof the company has prepared the financial results on the basis of going concern assumptions.

46 Financial Ratios

The ratios for the years ended March 31, 2022 are as follows:

Sr No.	RATIOS	FORMULAS	31.03.2022	31.03.2021
1	CURRENT RATIO	CURRENT ASSET/CURRENT LIABILITIES	0.17	0.21
2	DEBT EQUITY RATIO	TOTAL DEBT/ SHAREHOLDER EQUITY	-1.34	-1.36
3	DEBT SERVICE COVERAGE RATIO	NET OPERATING INCOME/DEBT SERVICE	139.41	273.55
4	RETURN ON EQUITY RATIO	NETINCOME/SHAREHOLDER EQUITY	-0.05	0.31
5	INVENTORY TURNOVER RATIO	COGS/AVG INVENTORY	11.20	23.60
6	TRADE RECIEVABLE TURNOVER RATIO	NET CREDIT SALE/AVG ACCOUNT RECIEVABLE	38.92	29.42
7	TRADE PAYABLE TURNOVER RATIO	NET CREDIT PURCHASE/AVG ACCOUNT PAYABLE	16.81	22.24
8	NET CAPITAL TURNOVER RATIO	NET ANNUAL SALES / WORKING CAPITAL	-1.73	-4.13
9	RETURN ON CAPITAL EMPLOYED	EBIT/CAPITAL EMPLOYED	-0.05	0.31
10	RETURN ON INVESTMENT	NET RETURN ON INVESTMENT/ASSETS	0.08	-0.47

47 During the year under review, there was a change in the working business arrangement from the large customers from sale and purchase to job work of Poly Packed Milk, Fermented products and Pure Ghee. As a result, net sale of the company for the year under review has come down substantially. However, there was no change in the company's margin and business model.

48 Figures for the previous year have been regrouped/rearranged wherever considered necessary.

For **AARYAA & ASSOCIATES**

Chartered Accountants

CA Harsharanjit Singh Chahal
Partner

Place: Chandigarh
Date: 30th May, 2022

For **Modern Dairies Limited**

Krishan Kumar Goyal
(Chairman & Managing Director)
(DIN: 00482035)

Mukesh Sehgal
(Chief Financial Officer)

A K Aggarwal
(Director)
(DIN: 00486430)

Shruti Joshi
(Company Secretary)

NOTES
